



Invitation to attend the AGM Y2020

ARIP Public Company Limited

Friday 17th April 2020

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 44/2020

March 17, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020 (AGM)

Attention: Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2020 Annual General Meeting of Shareholders on April 17, 2020 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 2019

Objective and Reason: The Annual General Meeting of Shareholders 2019 was held on April 10, 2019. 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 2019.

Agenda 2 To acknowledge the report on the Company’s operating results and the Annual Report 2019

Objective and Reason: According to the Company’s operating results for the year ended December 31, 2019, the Company’s total revenue was 165.96 million Baht and was net profit of 1.33 million Baht. The detailed of the Company’s operating results are provided in the Annual Report 2019, published through SET and the Company’s web site.

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 2019.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2019

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, 2019 and submitted to the AGM for approval. Details described in the Annual report 2019 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, 2019, 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, 2019

Objective and Reason: According to the Company’s operating result for the year ended December 31, 2019, the Company’s total revenue was 165.96 million Baht. In 2019, even though the Company’s operation result was net profit of 1.33 million Baht, the Company has deficit from past year. The Board proposed to omit the dividend distribution.

Table of comparison of the dividend payment paid in 3 years past

Details of dividend payment	Y2019*	Y2018	Y2017
1. Total Revenue (Million Baht)	165.96	136.88	162.68
2. Net Profit after Tax (Million Baht)	1.33	3.40	2.16
3. Total comprehensive income for the year (Million Baht)	1.33	2.42	2.06
4. Deficit as at December 31 (Million Baht)	(4.81)	(6.13)	(8.55)
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 2019 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 section 115 of the Public Company Limited Act B.E. 2535, and 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 Y2019.

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. Boonlerd Narathai | Director |
| 2. Assoc. Prof. Rana Pongruengphant, Ph.D | Independent Director |

The Company announced on the Company's web site (<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, 2019. 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 two of retiring directors by rotation to their offices as directors for another term. Brief qualifications of the two 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. Boonlerd Narathai and Assoc. Prof. Rana Pongruengphant, Ph.D. 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.

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 for the year 2020 as follows:

Table of comparison of Directors' remuneration for the year 2019 and 2020

Name	Position	Remuneration (Baht/month)		Increase (decrease)
		2020	2019	
1. Mr. Manu Leoparote ⁽¹⁾	Chairman of the Board	273,000	273,000	-
2. Mr. Min Intanate ⁽²⁾	Director	-	-	-
	Executive Chairman ⁽³⁾	150,000	150,000	-
3. Mr. Boonlerd Narathai ⁽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. Assoc.Prof.Rana Pongruengphant, Ph.D.	Independent Director,	20,000	20,000	-
	Member of Audit Committee,	20,000	20,000	-
	Member of NRC	-	-	-
	Member of CG	-	-	-
Total		573,000	573,000	-
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 ⁽⁴⁾		Training Fee (if any)		

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

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

(3) Mr. Min Intanate, Executive Chairman has requested an intention to reduce remuneration from 220,500 Baht to 120,500 Baht per month since September 2014-March 2016 and no received remuneration since April 2016 - December 2018.

(4) Other Benefits -None-

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 Y2020

Objective and Reason: Section 120 of the Public Limited Company Act B.E. 2535 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 Y2019, 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	6 Year since Y2014
Ms. Rungnapa Lertsuwankul	3516	-
Ms. Pimjai Manitkajohnkit	4521	-
Ms. Rosaporn Decharkom	5659	-
Ms. Sumana Punpongsanon	5872	-

In Y2020, the audit fee will be settled at the total of 1,280,000 Baht per year which is increasing 30,000 Baht from last year; as the below detail,

Description	Y2020	Y2019	Increase (decrease)
1. Audit fee	740,000	710,000	30,000
2. Review quarterly Report	360,000	360,000	-
3. Review Annual Report	100,000	100,000	-
4. Review BOI	80,000	80,000	-
Total	1,280,000	1,250,000	30,000

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company’s auditor for Y2020 with an auditing fee of 1,280,000 Baht per year excluding other expenses.

In Y2019, No other service.

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 Y2020 with an audit fee at the total amount of 1,280,000 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 2020 on March 9, 2020.

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

A handwritten signature in black ink, appearing to read 'Manu Leopaïrote', with a horizontal line extending to the right.

Mr. Manu Leopaïrote

Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2019
ARIP Public Company Limited

The meeting was held on April 10, 2019 at 2.00 p.m. Conference Room, 31st Floor, 1023 MS Siam Tower, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10210.

Mr. Chanchai Boonyasurakul, the Company's Secretary, welcomed the shareholders to the Annual General Meeting of Shareholders 2019 of ARIP Public Company Limited and declared that the meeting had been attended by the shareholder in person and by proxy detail as follower:

	Number of persons	Number of shares	Percentage of total shareholders attending the meeting
Either by the shareholder in person	27	215,222,600	69.5135
Proxies accounting	14	94,390,200	30.4865

Total 41 shareholders attending the Meeting held 309,612,800 shares, equivalent to 66.44% 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 2019 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 2019, which has no agendas been proposed by the shareholders in the period.

Remarks: n the course of the meeting, there were shareholders gradually attending the meeting. Therefore, at this meeting, there were 43 shareholders for 309,614,100 shares, equivalent to 66.44% 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	29	215,223,900	69.5136
Proxies accounting	14	94,390,200	30.4864

The Board of Directors comprising 8 directors, attending the meeting or 100% of all directors as follows:

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

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

Representatives from EY Office Limited namely Mr. Chayapol Suppasertanon and Miss Juthamas Kraikittiwut The Company’s Legal Advisor, namely Miss Supawee Mahaworasintorn.

Shareholder Voting Procedures and Vote Counting Method

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 and mark against the disagree or abstain boxes, sign the ballot on the agenda and immediately returned ballots to the Company’s Staffs. For Agenda 5, 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 on the change on the ballot every time.

4. All shareholders are entitled to cast one vote per one share. In case the shareholder’s shares with special interests 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, 5, and 7 adhered to majority vote of the shareholders who attended the meeting and casted their votes.
- Agenda 6 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 to deduct from the total votes in the meeting by the Company and the rest of the ballots would be considered as “agreed” votes for each agenda.

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

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

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders 2018, held on April 18, 2018, a copy of which was presented on pages 8-16 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 2018 by a majority of the shareholders present at the Meeting and eligible to vote as follows:

- Approved	309,613,700	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 2018 and the Report of the Board of Directors

The Chairman proposed to the Meeting to acknowledge the Annual Report 2018 which had been delivered to the shareholders in advance together with the invitation letter.

Mrs. Aeimporn Punyasai, Director and Chief Executive Officer, announced that the 2018 report on operating results covered three business units including:

1. Media and content business which was divided into two sub-groups as follows:

- Business media: At present, the company has one monthly magazine, Business+, which targets executives and entrepreneurs and provides in-depth content on strategic management and industry trends. The magazine's core strategy is to adjust its content to respond to current trends and consumer behavior as well as to expand its business to online platforms including websites and Facebook. Its revenue mainly comes from sales of magazines and online advertising. On top of this, there are three special annual magazine issues consisting of Top 1000, Top Insurance, and Top University. Moreover, the business has expanded to award ceremony for outstanding Corporates, "Thailand Top Company Award" which has been organized for seven consecutive years. In 2018, the "Thailand Top Company Award", which previously focused on large enterprises, has extended its success then was finally offered to small and medium enterprises in collaboration with the Small and Medium Enterprise Development Bank of Thailand under the name "Thailand Top SME Award".

- IT media: ARIPFAN and eLEADER websites are currently on online platforms. The business has been extended to event activities to foster a network of readers such as Hackathon. In 2018, the revenue from this business did not meet the target; however, this business has created and provided content that can be used in other business areas including event planning and digital service.

2. Event organizing business and trade fair: In 2018, "Commart" continued to strengthen its event business strategy by focusing on consumer behavior and the purpose of using technology for the target group as well as on building partnerships with various parties and using a variety of public relations strategies. 2018 was the last year that the event was held at Queen Sirikit National Convention Center and the venue has been moved to BITEC in 2019. The Commart events during the past years have received positive responses and been a great success. Besides "Commart", the company has had various opportunities to organize business-to-business events as well as an opportunity to manage the mai Forum 2018 for the first time. This was considered an expansion of customer base beyond IT customers into Corporates on the private sector.

3. Digital service which is divided into three sub-groups as follows:

- Digital Marketing Service provides full digital marketing services with customers in many industries at present. Compared to 2017, the business has grown and covered retail, financial, banking, and service businesses.

- Multimedia e-bookshelf is a Bookshelf online application that integrates with Wisimo business unit.

- Wisimo is an online learning platform for organizations which began marketing in 2017 and has expanded its customer base since 2018

Overall, in 2018, the company clearly shifted to digital business. It took over three years to revive the business during downturn and build a new business in addition to efficiency enhancement, resulting in good operating results. Aside from this, the company focuses on personnel development through retraining and reskilling employees and promoting knowledge exchange. The company also emphasizes customer-centric strategies and anti-corruption policies by regularly providing training and orientation sessions for employees, executives, and the Board of Directors to promote awareness of the company's intentions, guidelines and methods for reporting complaints on unlawful conduct or unfair treatment consistently.

In addition, the company participated in the Sustainability Project of the Stock Exchange of Thailand. In the past year, Commart was an eco event which aimed to reduce global warming by encouraging exhibitors to use recyclable decorations, reducing the use of foam, paper, and plastic bags, using applications to offer online brochures, reducing electricity consumption by using LED displays, and encouraging attendees to travel by public transport. After data collection and calculation of greenhouse gas emissions, each assessment has revealed a reduction of greenhouse gases by approximately 1,000 tons or equivalent to approximately 1,000 rai of forestation. Besides business operations, the management and staff are fully committed to returning profits to the society, good corporate governance, and social responsibility. In 2018, the company had total income of 136.88 million baht and net profit of 3.4 million baht.

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, 2018

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 169-196 of the Annual Report. Miss Pornpavee Sahawathanapong, Chief Accounting and Financial Officer, elaborated the Company's operating results in 2018 to the shareholders.

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, stated that the Company has analyzed the statement of financial position and statement of comprehensive income and provided an explanation in the annual report on pages 169-196. The important figures can be summarized as follows: In 2018, the Company had

Total assets of 233 million baht, slightly increasing from the previous year. Total assets consisted of: cash and cash equivalents of 105 million baht, increasing by 4 million baht from the previous year as a result of debt collection from customers which decreased receivables by 7 million baht,

Property, plant, equipment and intangible assets of 50 million baht, decreasing by 4 million baht from the previous year, and other assets of 38 million baht, increasing by 7 million baht from the previous year as a result of prepaid service expenses of 4 million baht and withholding tax of 3 million baht.

Account payable in 2018 was 16 million baht, decreasing by 2 million baht from the previous year. Shareholders' equity was 205 million baht, increasing by 2 million baht from the net profit in 2018.

The current ratio was 7.9. The company had relatively high working capital. The debt/equity ratio was 0.13, slightly decreasing from the previous year. The share price was 0.44 baht per share which was close to the previous year.

In terms of the statement of comprehensive income for 2018, the company had revenue of 137 million baht, decreasing by 25.8 million baht or 15.86 percent from the previous year as a result of government auctions and one-off project with high costs. This resulted in a cost of 94 million baht in 2018, a decline which was in line with the revenue that decreased by 26.7 million baht or 22.04 percent. Gross profit increased to 41 million baht which was equivalent to the gross profit margin in 2018 of 30.44 percent, increasing from 2017 which was 24.94 percent. Net profit in 2018 was 3.4 million baht, increasing by 1.25 million baht from the previous year. Net profit margin was 2.48 percent, increasing by 1.32 percent from 2017 and the earnings per share was 0.007 baht per share.

Resolution: The Meeting approved the audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2018 by unanimous votes of the shareholders present and eligible to vote as follows:

- Approved	309,613,700	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, 2018

The Chairman informed the Meeting of the 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. Since the Company has accumulated deficit brought forward, the Board of Directors therefore deemed it appropriate to stop paying dividends and proposed to the shareholders' meeting shall approve the omission of dividend payment.

Miss Ratre Wisitsurawong, shareholder, asked for how many years the company has not paid dividend and when accumulated deficit will be cleared out.

Mr. Manu Leoparote, Chairman of the Board, answered that the company has not paid dividends for three to four years. As of December 31, 2018, the Company has accumulated deficit of 6.13 million baht. For the past years, the company has generated profit but insufficient to clear out the accumulated deficit. When looking at profit, the business has gradually improved due to cost reduction and maximization of operational efficiency.

Mr. Min Intanate, Chairman of the Executive Committee, added that during the past three to four years, the fluctuations of media business has been severely affected; however, the Company still has the ability to generate profit. Some old businesses were shut down, but new businesses that have just been developed and started will need time to generate profit. The Company continues to see improved business outlook and progress in new businesses such as online training business that enhances the competition-related knowledge for corporates and meets the market demand by partnering with educational institutions and expanding customer base to Banking Industry and Large Corporates. Currently, the Company has about 20 training courses and is expected to have 30 courses in 2019. Therefore, the Company believes that within two years, it will definitely see satisfying results.

Miss Ratre Wisitsurawong, shareholder, asked whether it is possible for the Company to change the dividend policy and if there is net profit, the Company will pay dividends without increasing accumulated deficit.

Mr. Manu Leoparote, Chairman of the Board, replied that the comment would be taken for further consideration.

Resolution: The Meeting approved the omission of dividend distribution from the Company's operating results for Y2018 by unanimous votes of the shareholders present and eligible to vote as follows:

- Approved	309,614,100	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 the appointment of new directors replacing those retired by rotation

Mr. Prakob Visitkitjakarn Chairman of Nomination and Remuneration Committee 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 2018 Annual General Meeting of Shareholders are as follows:

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

The Company announced on the Company's web site (<http://www.aripplc.com>) to invite all minority shareholders to nominate qualified persons to be candidates for the Company's directors from December 1-31, 2019. However, there was no shareholder proposed any person to be considered 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 Page 17-20.

Mr. Somyot Saksrikunakorn, Representative from the Thai Investors Association, asked in which committee Dr. Isaraya Sukcharoen, an independent director with a 10-year term, who has held many positions in the past, is. *Mr. Prakob Visitkitjakarn, independent director and Chairman of the Nomination Committee*, replied that she is an independent director and a member of the audit committee.

In order to comply with good corporate governance, the Company required shareholders to vote for individual directors and collected all the ballots defined as “agreed”, “disagreed” and “abstained”, however to speeded up the process, the staffs shall collect only “disagrees” and “abstains” votes from the shareholders to counted the scores. For others ballots as “agrees” votes please handed out to the Company’s staffs before leaving the AGM. For the transparency of the votes in the appointment of directors, the Chairman requested the three of retiring directors to leave from the meeting room.

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

5.1	Mr. Manu Leopaiprote	Director			
	- Approved	309,614,100	votes or	100.00	percent
	- Disapproved	0	votes or	0.00	percent
	- Voided ballots	0	votes		
	- Abstaine	0	votes		
5.2	Mr. Prayoon Rattanachaiyanont	Director			
	- Approved	309,456,600	votes or	99.9935	percent
	- Disapproved	20,000	votes or	0.0065	percent
	- Voided ballots	0	votes		
	- Abstaine	137,500	votes		
5.3	Gp.Capt. Isaraya Sukcharoen	Independent Director			
	- Approved	308,506,500	votes or	99.9935	percent
	- Disapproved	20,100	votes or	0.0065	percent
	- Voided ballots	0	votes		
	- Abstaine	1,087,500	votes		

Miss Ratre Wisitsurawong, shareholder, suggested that in the next presentation, a brief biography of each director shall be presented to help shareholders for consideration.

Mr. Prakob Visitkitjakarn, independent director and Chairman of the Nomination Committee, took the suggestion for further improvement in the next meeting.

Agenda 6 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. For the year 2019, a total of 573,000 baht per month, an increase of 73,000 baht per month from the previous year (details as in the invitation letter on page 5).

Directors and sub-committees' Remuneration 2019 (in Baht)

Chairman of the Board	Monthly remuneration	273,000	Baht
Director/ Independent Director	Monthly remuneration	20,000	Baht
Chairman of Audit Committee	Monthly remuneration	30,000	Baht
Member of Audit Committee	Monthly remuneration	20,000	Baht
Executive Chairman	Monthly remuneration	150,000	Baht
Chairman and Member of NRC	Monthly remuneration	-	
Chairman and Member of CG	Monthly remuneration	-	

The Board of Directors' meeting allowance amount 5,000 Baht per attendance.

The Audit Committees' meeting allowance - None -

The Nomination and Remuneration Committees' meeting allowance amount 5,000 Baht per attendance.

The Corporate Governance committee s' meeting allowance amount 5,000 Baht per attendance.

Other benefit Training Fee (if any)

* The Directors as Mr. Min Intanate, Mrs. Aeimporn Punyasai and Dr. Wilson Teo Yong Peng proposed that they shall not receive the remuneration from the directorship.

Miss Sompasorn Jiamjitton, shareholder, had the following suggestions:

1. TSD had proposed that the Company use QR Code for meeting invitation letter. Therefore, the meeting invitation letter was not received and must be received at the front of the event area. Since the venue was new, few shareholders have attended the event. So, invitation letters should be sent out as the postage mail.

2. In terms of directors' remuneration, she would like to thank the Chairman for reducing the remuneration. However, further reduction should be provided since the company still has accumulated deficit and shareholders are hoping for dividend.

Mr. Prakob Visitkitjakarn, independent director and Chairman of the Nomination Committee, took the suggestion for further consideration.

Resolution: The Meeting approved the determination of the remuneration of the Board of Directors and sub committees for the year 2019 at total of 573,000 baht per month, and also approved allowance amount 5,000 Baht per attendance of The Board of Directors' meeting, The Nomination and Remuneration Committees' meeting and The Corporate Governance committee s' meeting by a majority of votes of the shareholders present and eligible to vote as follows.

- Approved	305,912,200	votes or	98.8044	percent
- Disapproved	20,000	votes or	0.0065	percent
- Voided ballots	137,500	votes or	0.0444	percent
- Abstained	0	votes or	0.0000	percent
- No voting rights	3,544,400	votes or	1.1448	percent

Agenda 7 To consider and approve the appointment of auditor and determination of audit fee for 2019

Chairman proposed to the Meeting to appoint Mr. Chayapol Suppasedtanon or Miss Rungnapa Lertsuwankul or Miss Pimjai Manitkajohnkit or Miss Rosaporn Decharkom or Miss Sumana Punpongsanon of EY Office Limited to be the Company's auditors. The audit fee for the year 2019 has been fixed at not more than 1,250,000 baht, excluding other expenses. Details are provided in the invitation letter page 6.

Miss Ratre Wisitsurawong, shareholder, asked why the audit fee had increased.

Mr. Prakob Visitkitjakarn, independent director and Chairman of the Nomination Committee, explained that audit fees had not increased for the past five years. In 2019, a new accounting standard, TFRS15, was introduced; as a result, the work of auditors has increased, and the auditor has asked for a raise. The company had negotiated with the auditor.

Miss Ratre Wisitsurawong, shareholder, had a question regarding the qualification check expense for investment promotion: whether the company has a business under the BOI scheme, which business was under the scheme, how long it had received the investment promotion scheme, when the scheme will end, and whether after expiry, the expense will disappear.

Ms. Pornpavee Sahawattanapong, Chief Financial Officer, explained that the company has received investment promotion for the software business regarding e-Bookshelf. The license for operation has been utilized for three years with an 8-year promotion period. The remaining period is five years. When this part is due, the audit fee will not be charged.

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	309,594,100	votes or	99.9935	percent
- Disapproved	20,000	votes or	0.0065	percent
- Voided ballots	0	votes		
- Abstained	0	votes		

Agenda 8 To consider other matters -None-

Mr. Somsood Mun-anansap, shareholder, said that Commart which is the Company's main business is now moved from Queen Sirikit National Convention Center to Hall 98-99, BITEC Bangna and that the new venue is unsuitable for big events and is too small. He asked whether it would be possible to move to Hall 101-106, BITEC.

Mr. Manu Leopairote, Chairman of the Board, explained that there must have been a misunderstanding. The event hall is large and is larger than the venue at Queen Sirikit National Convention Center. It is also a new building connected to the sky train which is convenient for attendees who can travel by train and walk straight to the event.


Mrs. Aeimporn Panyasai, Director and Chief Executive Officer, added that the Company decided to move the venue to BITEC with careful consideration. Hall 98-99 is the newest hall with a total area of 15,000 sqm which can be fully utilized. The Commart event which was held from 28-31 March 2019 received very good feedback and response. It was convenient to travel by train. There was sufficient parking space. The Company conducted an evaluation and found that more than 85 percent of the exhibitors and attendees were satisfied. In terms of moving the venue to another exhibition hall, the Company has booked and sold exhibition spaces to some exhibitors at the same spots in all the three events for the benefit of planning, cost reduction of booth construction, and allowing existing customers to find the booths that have always joined the event. The next event will be Commort Joy which will be held from 4-7 July 2019. We therefore invite all shareholders to attend the event.

Mr. Somsood Mun-anansap, shareholder, noted that he had visited the Thailand Exhibition website which has information about every company's event and allows companies to book an event in advance. This year, there would be three Commart events, but the third event has not been posted on the website. The company should promote the event in advance.

Mrs. Aeimporn Panyasai, Director and Chief Executive Officer, said that the website is not the Company's website but she will assign the team to coordinate to promote the event in advance.


Mr. Manu Leopairote, Chairman of the Board, added that Queen Sirikit National Convention Center was a good venue. However, it would undergo renovation and reconstruction for three years; therefore, the company needed to move the event to Hall 98-99. The Company would like to invite all shareholders to attend the event.

As there were no further questions or suggestions have been raised by the shareholders, the Chairman declared the Meeting adjourned at 3:15 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 Leopairote)


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

The Profile of persons nominated to replace retiring directors

1. Mr. Boonlerd Narathai		
Proposed appointment as	Director & Chief Executive Officer	
Age	43 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2019)	- Direct 0.00% - Indirect -None-	
Educations	- Master of Science (Information Technology Management) Rangsit University - Bachelor of Science (Computer Science) Kasetsart University	
Certificate	- Director Accreditation Program (DAP) 161/2019 - Microsoft Certificate Professional (MCP) - Microsoft Certificate System Administrator (MCSA) - Microsoft Certificate System Engineer (MCSE) - Microsoft Certificate Trainer (MCT)	
5 Years' work experience - Listed Company (1 EA) - Company Limited (-None-)	- ARIP PCL. - Director & Chief Executive Officer Aug 2019- Present - Digital Solution Director May 2016- Present - IT Manager 2011-2016	
Duration of Directorship	1 Year (Aug 5, 2019 – 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 Y2019	Board Meeting Attendant 1 Total Meeting 1 (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 2020 AGM page 4)	

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

The Profile of persons nominated to replace retiring directors

2. Assoc. Prof. Rana Pongruengphant, Ph.D.		
Proposed appointment as	Independent Director	
Age	74 Years	
Nationality	Thai	
Shareholding Proportion - Direct (Dec. 30, 2019) - Indirect	-None- -None-	
Educations	- Ph.D. (Higher Educational Administration) Illinois State University USA - M.Ed. (Nursing Administration) Chulalongkorn University, Bangkok, Thailand - B.Sc. (Nursing) Mahidol University, Bangkok, Thailand	
Certificate	Director Accreditation Program (DAP) (159/2019)	
5 Years' work experience - Listed Company (1 EA) - Company Limited (3 EA)	- ARIP PCL - Independent Director Feb 2019-Present - Member of Audit Committee - Member of Nomination and Remuneration Committee - Member of the corporate governance committee - King Mongkut's University of Technology North Bangkok - University Council Nov 2019-Present - Academic Council 2013-2019 - Burapha University - Executive Board Committee 2020-Present of the International College - Executive Board Committee 2018-Present of the Graduate School - Dean of the International College 2009-2017 - Vice President for Academic Affairs and Secretary univ. Council 2003-2012 - International School Eastern Seaboard (ISE) - Board of Director 2019-Present Committee	
Duration of Directorship	1 Year (Feb 21, 2019 – 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 Y2019	Board Meeting Attendant 3 Total Meeting 3 (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 2020 AGM page 4)	

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

Additional Qualifications for the Nominated Independent Director

Description	Qualifications	
1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 10 years. 1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary. 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 type="checkbox"/> Yes <input type="checkbox"/> Yes <input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> No <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 128)

**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 Friday 17 April 2020.

If any shareholder cannot attend the Annual General Meeting of Shareholders 2020, 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 80 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	-None-

Special benefit extra from other Directors -None-

	2. Group Captain Isaraya Sukcharoen Age 57 years	
	Position	Independent Director/ Member of AC/ Member of NRC/
	Address	ARIP Public Company Limited 99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400
	The agenda concerning consideration	-None-

Special benefit extra from other Directors -None-

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

- “Board of Directors” Page 18-19
- “Management Structure” Page 124-137
- “Corporate Governance, Section 5: Responsibility of the Board of Directors” Page 143-146

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B.

อากรแสตมป์
Duty stamp
20 Baht

.....
เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month A.D.

(1) ข้าพเจ้า 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 วิศิษฐ์กิจการกร กรรมการอิสระ/ ประธานกรรมการตรวจสอบ อายุ 80 ปี
Mr. Prakob Visitkitjakarn Independent Director/ Chairman of Audit Committee Age 80 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR
 3) นอ.พญ. อิศรญา สุขเจริญ กรรมการอิสระ/ กรรมการตรวจสอบ อายุ 57 ปี
Gp.Capt. Isaraya Sukcharoen Independent Director/ Member of Audit Committee Age 57 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 17 เมษายน 2563 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 2020 Annual General Meeting of the Shareholders to be held on April 17, 2020 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2019

- (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 2562 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2019

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2019

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

วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2019

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

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

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

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Appointment of an individual director

1. นายบุญเลิศ นราไท

Mr. Boonlerd Narathai

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

2. รศ.ดร. เรณมา พงศ์เรืองพันธุ์

Assoc. Prof. Rana Pongruengphant, Ph. D.

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- วาระที่ 6 **พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ**

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

- (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 7 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2563**

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2020

- (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 8 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Item 8 To consider other business (if any)

- (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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ 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) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2563 ในวันที่ 17 เมษายน 2563 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมใหญ่ ชั้น 31 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2020 Annual General Meeting of the Shareholders to be held on April 17, 2020 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

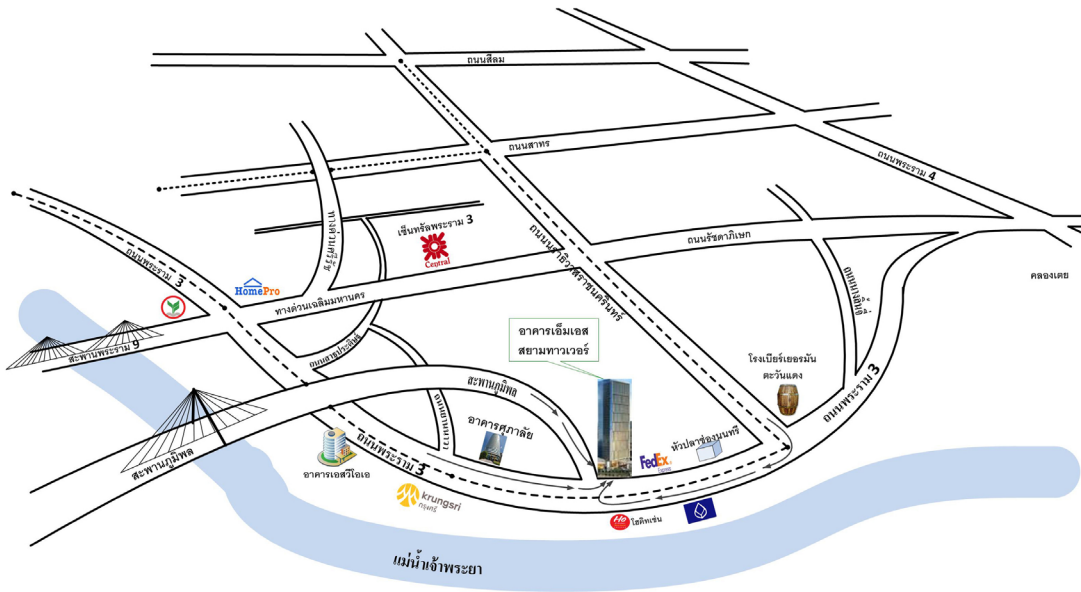
I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

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

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

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

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



สถานที่ประชุมสามัญผู้ถือหุ้น

ห้องประชุมใหญ่ อาคารเอ็ม เอส สยามทาวเวอร์ ชั้น 31
 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120

การเดินทาง

- รถโดยสารประจำทาง สาย 89, 195, 205 , ปอ.205 หรือ
- ทางด่วนชั้นที่ 1 ใช้ทางลงถนนพระราม 3 หรือ
- ทางด่วนชั้นที่ 2 ใช้ทางลงดาวคะนอง-บางโคล่ และลงบางโคล่

สถานที่ใกล้เคียง

- ฝั่งเดียวกับ: ร้านอาหารห้วยปลาซ่อนนนทรี และ DHL
- ฝั่งตรงข้าม: ร้านอาหารเสวย, ลุมพินีเพลส นราธิวาส
 ชั้นลิฟท์ที่อาคารฝั่ง HIGH ZONE

Meeting Venue Annual General Meeting

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 Chongnonsea Restaurant and DHL
- Opposite: Savoey River View Restaurant, Lumpini Place Narathiwas
 Use elevator (High Zone)