



Invitation to attend the AGM Y2022

ARIP Public Company Limited

Friday 8th April 2022

as from 2.00 p.m. at Asic Room, 31st Floor,
MS Siam Tower

1023 Rama III Road, Chong Nonsi, Yannawa
Bangkok 10120



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ARIP 93/2022

March 9, 2022

Subject: Invitation to the Annual General Meeting of Shareholders 2022 (AGM)

Attention: Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2022 Annual General Meeting of Shareholders on April 8, 2022 as from 2.00 p.m. at Conference Room, 31st FL., MS SIAM Tower, 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 2021

Objective and Rationales: The Annual General Meeting of Shareholders 2021 was held on April 8, 2021. 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 2021.

Agenda 2 To acknowledge the report on the Company's operating results and the Annual Report 2021

Objective and Rationales: According to the Company's operating results for the year ended December 31, 2021, the Company's total revenue was 169.22 million baht and was net profit of 5.20 million baht. The detailed of the Company's operating results are provided in the Annual Report 2021, published through SET, The Company's web site and QR Code in Registration form. (Enclosure 8)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to acknowledge the Company's operating results and the Annual report 2021.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2021

Objective and Rationales: In compliance with Section 112 of the Public Limited Companies Act, B.E. 2535, under title "Financial Statement". The Board shall prepare the Company's Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2021, which have been audited by the authorized auditor and reviewed by Audit Committee, and submitted to the AGM for approval.

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, 2021, 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, 2021

Objective and Rationales: According to the Company's operating result for the year ended December 31, 2021, the Company's total revenue was 169.22 million baht, total comprehensive income for the year was 5.07 million baht and deficit brought forward 3.28 million baht, resulting in unappropriated retained earnings of 1.79 million baht. Due to the small amount of unappropriated retained earnings and the uncertain economic situation, the Company deemed it fitting to reserve retained earnings for expanding its operations. Therefore, the Board proposed to omit the dividend distribution.

Dividend payments for Y2019-2021

Details of dividend payment	2021*	2020	2019
1. Total Revenue (Million Baht)	169.22	224.77	164.55
2. Net Profit (Million Baht)	5.20	3.56	1.33
3. Total comprehensive income for the year (Million Baht)	5.07	1.52	1.33
4. Unappropriated Retained earnings (Deficit) (Million Baht)	1.79	(3.28)	(4.81)
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 2022 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 lower if the Company plans to expand its operations.

The dividend omission complies with Section 115 of the Public Limited Companies Act 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 Y2021.

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

Objective and Rationales: 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 2022 Annual General Meeting of Shareholders would be as follows:

- | | |
|----------------------------------|---------------------------------|
| 1. Mr. Manu Leoparote | Director, Chairman of the Board |
| 2. Mr. Prayoon Rattanachaiyanont | Director |
| 3. AVM 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 appointed as the Company's directors from December 1-31, 2021. However, there was no shareholder nominated any person to be appointed as the Company's director.

The Nomination and Remuneration Committee to consider persons with educational qualification, knowledge, competency and experiences that will be beneficial to the Company, and are qualified as required by the Public Limited Company Act 1992 and the Securities and Exchange Act. The Board of Directors considers the candidates nominated by the committee and, if the Board of Directors agrees, will propose them to the AGM for approval.

In this nomination, The Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors to consider and approve the three of retiring directors by rotation to their offices as directors for another term. Brief qualifications of the three retiring directors are detailed in Enclosure 2.

Opinion of the Board: Individuals who have been nominated in this process of moderation by the Company's Board of Directors, which the nominee's qualifications are suitable for the Company's businesses. There are no minority shareholders proposed candidates for the nomination. The Board of Directors deems it appropriate to propose to the AGM to consider and approve the appointment of Mr. Manu Leoparote, Mr. Prayoon Rattanachaiyanont and AVM Isaraya Sukcharoen who's been retiring as directors by rotation to return to their offices as directors for another term. To comply with the principles of good corporate governance, the Company shall be vote for each nominated director.

In this agenda, AVM Isaraya Sukcharoen as the independent director, who been in the position exceeding 9 consecutive years, has been retiring in this term. The Committee determined

that AVM Isaraya Sukcharoen as an independent director, who has the knowledge and work experience, can give her opinions independently in accordance with the relevant guidelines, which are valuable for the Company's businesses. Hereby, the Company has nominated her as independent directors of the Company by the designation above.

Agenda 6 To consider and approve determination of the Directors' remuneration

Objective and Rationales: The Company has appointed the Nomination and Remuneration Committee to consider the remuneration of the Broad of Directors. However, the Nomination and Remuneration Committee determined the remuneration from experience, the performance obligations and responsibilities of the directors, by comparing with other companies in the same industry or companies that perform similar business.

The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and Sub-committees as follows:

The Board of Directors and Sub-committees' remuneration for Y2021-2022

Name-Last Name	Position	Remuneration (Baht/month)		Increase (decrease)
		2022	2021	
1. Mr. Manu Leoparote ⁽¹⁾	Chairman of the Board	273,000	273,000	-
2. Mr. Min Intanate	Director ⁽³⁾	-	-	-
	Executive Chairman ⁽²⁾	220,500	150,000	70,500
3. Mr. Boonlerd Narathai ⁽³⁾	Director	-	-	-
4. Mr. Prayoon Rattanachaiyanont	Director	20,000	20,000	-
5. Dr. Wilson Teo Yong Peng ⁽⁴⁾	Director	-	-	-
6. AVM Isaraya Sukcharoen	Independent Director,	20,000	20,000	-
	Chairman of AC	30,000	30,000	-
	Member of NRC	- None -	- None -	-
	Chairman of CG	- None -	- None -	-
7. Assoc.Prof.Rana Pongruengphant, Ph.D.	Independent Director,	20,000	20,000	-
	Member of AC	20,000	20,000	-
	Chairman of NRC	- None -	- None -	-
	Member of CG	- None -	- None -	-
8. Ms. Sunee Mattanyukul	Independent Director,	20,000	20,000	-
	Member of AC	20,000	20,000	-
	Member of NRC	- None -	- None -	-
	Member of CG	- None -	- None -	-
Total		643,500	573,000	70,500
Allowance per attendance				
	- The Board of Directors' meeting	5,000	5,000	-
	- The Audit Committees' meeting	- None -	- None -	-
	- The Executive boards' meeting	- None -	- None -	-
	- The Nomination and Remuneration Committees' meeting	5,000	5,000	-
	- The Corporate Governance committee	5,000	5,000	-
Other Benefits: Board of Directors and Sub-Committee		- None -	- None -	-

Remark: (1) Mr. Manu Leoparote, Chairman of the Board, approved monthly remuneration was 273,000 baht, but due to the economic situation he had a reduction his remuneration to 200,000 baht per month since April 2016

(2) Mr. Min Intanate, Executive Chairman, asked to reduce his monthly remuneration from 220,500 baht to 150,000 baht since September 2014.

(3) Mr. Min Intanate and Mr. Boonlerd Narathai offered to waive the director's remuneration.

(4) Dr. Wilson Teo Yong Peng offered to waive the director's remuneration and allowance of the Board's meeting.

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 remuneration of Mr. Min Intanate, Executive Chairman, was 220,500 baht per month. However, due to the economic situation, he offered to reduce his remuneration to 150,000 baht per month since Y2014. The Nomination and Remuneration Committee and the Board of Directors consider to adjust the Executive Chairman’s remuneration back to 220,500 baht per month as previous approved. 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 Y2022

Objective and Rationales: Section 120 of the Public Limited Company Act requires that the Annual General Meeting of shareholders appoint auditors and determine their remuneration and Article 33 (6) To approve the appointment of the Company’s auditor of the Company’s Articles of Association. (Enclosure 3)

The Audit Committee has been considering the qualifications of auditors and audit fee that in Y2021, 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
Ms. Kirdsiri Kanjanaprakasit	6014	1 Year
Ms. Orawan Techawatanasirikul	4807	-
Ms. Rosaporn Decharkom	5659	-
Ms. Sumana Punpongsanon	5872	-

In Y2022, the audit fee will be settled at the total of 1,200,000 baht per year excluding other expenses was a decrease of 80,000 baht from the previous year for review BOI, as the below detail,

Description	Y2022	Y2021	Increase (decrease)
1. Audit fee	740,000	740,000	-
2. Review quarterly Report	360,000	360,000	-
3. Review Annual Report	100,000	100,000	-
4. Review BOI	-	80,000	(80,000)
Total	1,200,000	1,280,000	-

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company's auditor for Y2022 with an auditing fee of 1,200,000 baht per year excluding other expenses.

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

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the appointment of EY Office Limited as the auditor for Y2022 with an audit fee at the total amount of 1,200,000 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 2022 on March 8, 2022.

The shareholders are cordially invited to attend the Meeting on the date, and at time and place as mentioned above. For the convenience of registration process, the Company will arrange the register from 1:00 p.m. If any shareholder is unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filling in the information and affixing the shareholder's signature in the attached Proxy Form. The completed form together with the required documents must be produced before attending the meeting. Shareholders can appoint any persons or the Company's independent director to attend the meeting on their behalf.

Yours sincerely,
ARIP Public Company Limited



Mr. Manu Leoparote
Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2021 ARIP Public Company Limited

The meeting was held on 8 April 2021 at 2.00 p.m. at MS Siam Tower, ASIC Room, 31st Floor, 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120.

Mr. Chanchai Boonyasurakul, the Company's Secretary, welcomed the shareholders to the Annual General Meeting of Shareholders 2021 of ARIP Public Company Limited (AGM Y2021) and informed the number of

	Number of persons	Number of shares	% Of total shareholders' attending the meeting
Shareholders	22	243,337,700	72.10
Proxies	10	94,140,010	27.90
Total	32	337,477,710	100.00

There were 32 shareholders attending the Meeting, representing 337,477,710 shares or 72.42% of the total paid-up shares. A quorum was thus constituted in accordance with Article 31 of the Company's Articles of Association, which provides that, at a shareholders' meeting, the presence of shareholders and/or proxies appointed by no less than 25 shareholders and holding share amounting no less than one-third of the total issued shares in aggregate, is required to constitute a quorum. Hence, the AGM Y2021 was declared duly convened.

The Company had provided an opportunity for shareholders to propose matters for inclusion in the agenda of the AGM Y2021 during December 1-31, 2020. However, after the end of such period, none of the shareholders proposed any matter for inclusion in the agenda.

Remarks: In the course of the meeting, additional shareholders gradually joined the meeting. In total, 36 shareholders attended the meeting, holding a total of 350,400,610 shares, equivalent to 75.19% of the sold shares. Details are as follows:

	Number of persons	Number of shares	% Of total shareholders' attending the meeting
Shareholders	26	256,260,600	73.13
Proxies	10	94,140,010	26.87
Total	36	350,400,610	100.00

All 8 directors attended the Meeting, representing 100% of the Board of Directors. Details are as follows:

- | | |
|--|---|
| 1. Mr. Manu Leopaibote | Director/Chairman of the Board |
| 2. Mr. Min Intanate | Director/Executive Chairman |
| 3. AVM Isaraya Sukcharoen | Independent Director/Chairman of Audit Committee/
Member of Nomination and Remuneration Committee/
Chairman of Corporate Governance Committee |
| 4. Assoc. Prof. Rana Pongruengphant, Ph.D. | Independent Director/Member of Audit Committee/
Chairman of Nomination and Remuneration Committee/
Member of Corporate Governance Committee |
| 5. Miss Sunee Mattanyukul | Independent Director/Member of Audit Committee/
Member of Nomination and Remuneration Committee/
Member of Corporate Governance Committee |
| 6. Mr. Boonlerd Narathai | Director/Chief Executive Officer |
| 7. Dr. Wilson Teo Yong Peng | Director |
| 8. Mr. Prayoon Rattanachaiyanont | Director |

4 Executives attending the Meeting: Mr. Thanit Klaewdetsri, Mr. Pornchai Jantarasupasang, Miss Pornpavee Sahawathanapong and Mr. Wittaya Kitchanpaiboon.

Representatives from EY Office Limited: Mr. Chayapol Suppasertanon, Miss Kirdsiri Kanjanaprakasit and Miss Natanee Chevarunotai.

The Company's Legal Advisor: Miss Kitiya Phaksahan and Miss Chotika Thimasat who serve as vote counting committees

Shareholders' Vote Counting Procedures

1. Each shareholder or a proxy authorized by any shareholder to vote on his/her behalf who attended the meeting received a ballot card upon registration for the meeting.

2. The agenda items were considered respectively in accordance with the agenda specified in the Meeting Notice. Before voting on each agenda item, the shareholders or authorized proxies were allowed to raise questions and comments in relation to such agenda item and at an appropriate time by raising their hand. The shareholders or authorized proxies were required to inform their full name. Proxies shall identify the name of the shareholder they were representing to in any cases.

3. The shareholders were informed of the details in each agenda item. Any shareholders wishing to "Disapprove" or "Abstain" must mark the ballot in relation to such agenda item and submit such ballot to the staff of the Company for vote counting. There is an exception for Agenda Item 5 which deals with the appointment of the committees in replacement of the committees who are due to retire by rotation. Voting for this agenda item would be carried out on an individual basis. For the counting of votes, the Company will deduct the number of ballots with a vote cast disapproval or in abstention from the total number of votes.

The ballots shall be deemed invalid in any of the following events:

- (1) Ballots marked on more than one available voting place;
- (2) Ballots crossed-out without signature of the shareholders or the authorized proxies; or
- (3) Ballots cast with more votes than the number of eligible votes.

In the event that the shareholders wished to change their votes, they were required to cross out and sign the ballot in any cases.

4. All shareholders are entitled to cast one vote per one share. In case the shareholders share specific gain and loss in any agenda item, they would not be eligible to exercise the rights to cast their votes on such agenda item.

5. Meeting Resolutions

- Agenda Item 2 was to report the Meeting for acknowledgment, so no voting was required.
- Agenda 1, 3, 4, 5, and 7 required majority votes of the total shareholders who attended and casted their votes at the meeting.
- Agenda Item 6 required votes of no less than two-thirds of the total number of votes of the shareholders who attended the meeting.

Only the disapproving and abstaining votes will be calculated and deducted from the total number of the votes of all the shareholders who attend the meeting. The remaining votes will be regarded as approving on the agenda item.

Mr. Manu Leoparote, chairman of the Board of directors (the Board) and the Chairman of the meeting presided over the meeting and then proceeded with the businesses on the agenda as follows:

Agenda 1: To consider approving the Minutes of the Annual General Meeting of Shareholders 2020

The Chairman proposed to the Meeting to approve the Minutes of the Annual General Meeting of Shareholders 2020 (the AGM Y2020), held on 4 August 2020, a copy of which was published on pages 8-17 of the Meeting Notice which was distributed to the shareholders prior to the meeting and has been posted on the Company's website (www.aripplc.com).

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Resolution: The meeting has passed a resolution to approve the Minutes of the AGM Y2020 with unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	350,390,210	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid ballots	0	votes		
- Abstained	0	votes		

Agenda 2: To acknowledge the report on the Company's operating results and the Annual Report 2020

The Chairman proposed to the Meeting to acknowledge the Annual Report 2020 which had been distributed to the shareholders in advance together with the Meeting Notice.

Mr. Boonlerd Narathai, Chief Executive Officer, informed that:

We have been committed to anti-fraud and anti-corruption initiatives by requiring the Company as well as individuals associated with business operations in all departments to comply with anti-fraud and anti-corruption policy. The Company also provided a reporting channel for informants to give a clue or make a complaint about misconduct and fraud together with the protection guidelines. Y2020, the Company has been continuously implementing initiatives in accordance with such policy such as orientation for Employees, Executives, and Committees to understand the Company's intention, anti-corruption policy, guidelines and whistleblowing and complaint reporting methods for illegal acts. Moreover, the Company has appointed internal auditors to examine and assess possible risks which such fraud or corruption may cause, in order to seek adjustment guidelines. The Company received no complaint from internal and external individuals in 2020.

The Company's performance in 2020 was affected by COVID-19 pandemic especially in terms of its event management business. This was due to many factors such as traders whose parent companies implemented no trade show policy and cut on marketing budget. The Company has accordingly adjusted its event management strategy to build confidence among traders and visitors. It also implemented cost cutting policy. As a result, the Company managed to arrange 3 major events this year. To offset the decreasing income, the Company also worked on special projects and developed its platform to hold an online event. The platform was used to hold the country's first virtual event which took place over 11 days. In addition to virtual trade show, the platform supported over 11 virtual activities, attracting over 250 traders and over 1 million visits. This phenomenally successful platform was further developed and serviced to clients. This can compensate the income loss from the physical events. As usual, the Company continuously organized its annual award presentation events namely Thailand Top Company Award and Thailand Top SME Award. It also added the Product Innovation Award and Product of the Year Award events collaborating with a university to assess the award recipients.

The Company's operating results for the fiscal year ended on 31 December 2020. The Company had revenues of 224.77 million baht, an increase from the previous year by 60.23 million baht or 36.60% and a total net profit 3.56 million baht, an increase from the previous year by 2.23 million baht or 168.27%.

Mr. Narongchai Simaroj, a shareholder, made enquiries as follows.

1. The Company's earnings increased by 60 million baht while administrative expenses reduced by 5 million baht. The Company's profits were expected to be higher. Why did the Company experience constant decrease in gross profit margin?

2. The Company had an accumulated loss of approximately 6 million baht. Why was the Company still liable to pay taxes?

Mr. Boonlerd Narathai, CEO, clarified that the majority of the increased incomes in the past year were gained from the government sector of which projects offered less profit margin. The COVID-19 pandemic has impacted other companies since the end of 2019, hence, there was a budget cut on marketing and investment activities. The government sector was an exception as it needed to spend the allocated budget to boost the economy. This caused a decrease in the Company's gross profit margin.

Miss Pornpavee Sahawathanapong, CFO, informed that based on Thailand Accounting Standards (TAS) 12: Income Taxes, a Company gaining profit is subject to calculation of deferred tax liabilities to reflect actual business profits. As regards the deficit within five years, the Company exercised its right to tax payment to the Revenue Department. In the past year, the Company paid no tax to the Revenue Department.

Mr. Narongchai Simaraj, a shareholder, suggested that the Company make use of the 80 million baht cashflow to improve the Company's operation.

Mr. Sathaporn Phangnirun, a shareholder, proposed that: Page 23 of the Annual Report on Summary of Financial Statements showed a constant decrease in gross profit in the past three years despite an increase in net profit as a result of reduction in expenses. The Current ratio of 5.09 indicated a surplus of margin. He understood that the Company was of conservative administration. However, had the surplus been utilised for further investment, this might have reduced the deficit.

Mr. Manu Leopairote, Chairman of the Board, stated that the Company would take his suggestion into consideration.

Mr. Chatrchai Songsaengcharoen, a Shareholder, questioned whether

1. the Company had a guideline for operation adjustments due to the decreased gross profit margin
2. the virtual event arrangement made a profit.

Mr. Boonlerd Narathai, CEO, clarified that:

1. As previously mentioned, the majority of current year incomes were gained from event organization contracts, causing the Company to pay higher costs and resulting in decrease in gross profit. The Company consequently planned to utilise technology to offset the decreased profits and reduce costs by developing several online platforms such as Wisimo, an e-learning platform, a Virtual Event Platform for online trade fair organization, and undergoing development of a Business Matching Platform.

2. As regards the previous virtual event arrangement, the Company made a profit from it. In fact, aside from the capital profits gained, the Company also gained more recognition since it became more widely known as the organizer of well-recognized virtual events.

Mr. Chatrchai Songsaengcharoen, a Shareholder, questioned whether the Company had pickup points or turning points, and a guideline for product positioning to ensure a recovery.

Mr. Boonlerd Narathai, CEO, informed that the Company possessed 3 business lines.

1. Social media and Content Business: the guideline was to produce valued and well-recognized contents; earnings were from two sources namely income generated from the number of social media views such as YouTube and Facebook and the other earned from customer support adopting content-centred organisation and content development.

2. Event Management Business: The Company had a plan to develop platforms using technology to supplement or replace the physical event management business to minimise costs and maximise profits.

3. Digital Services Business: the Company was in the process of extending Wisimo Platform to public Company groups, showing a positive tendency amidst the COVID-19 pandemic in which companies tended to deliver technology-assisted online training. As a result, many business opportunities arose and many organisations were interested in the product.

Mr. Chatrchai Songsaengcharoen, a Shareholder, questioned whether Wisimo made a profit.

Miss Pornpavee Sahawathanapong, CFO, pointed out that Wisimo was part of the Digital Unit. In the past year, this business unit made 1.9 million-Baht profits based on the Annual Report on page 103.

Mr. Min Intanate, Executive Chairman, added that ARIP was originally a media services provider Company. However, in the past years, many media companies couldn't continue their operations. Consequently, the Company initiated an operation model which facilitates continuous long-term income generation. Online platform development was a major part of the initiation.

1. eLearning Platform (Wisimo) consisted of two parts namely:

1.1 Platform service provider: there were a number of customers interested in the elearning platform and such number has been continuously growing.

1.2 Content service provider: 20 courseware are currently available. This year promised an extension plan to develop approximately over ten more courseware. While all the courseware may not be solely produced by the Company, it aimed to collaborate with alliances to produce well-developed and diverse courseware. At present, the Company had encouraged external personnel, employees from other companies to participate in Wisimo training in order to promote employee learning and development.

2. Virtual Event Platform: The Company was the first to have developed an eCommerce Platform with integration of several activities delivering a novel business dimension assisted by technology and social contribution.

Enclosure 1

Mr. Chatchai Songsaengcharoen, Shareholder, questioned whether the Company which was specialised in digital information technology would be interested in eSport event arrangement.

Mr. Min Intanate, Executive Chairman, pointed out the arrangement of eSport events favoured among kids but not supported by parents and education institutions. At present, the Company has developed relevant features such by business matching platform on which the eSport event organisers can find business partners who are interested in this business line. Nevertheless, the Company is to assign a team to study this business further.

This agenda is only for acknowledgement. Therefore, no casting votes is required.

The Meeting acknowledged the report on the Company's operating results and the Annual Report 2020

Agenda 3: To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2020

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 therefore be approved by the shareholders as per the details presented on pages 161-190 of the Annual Report.

Miss Pornpavee Sahawathanapong, CFO, clarified that as of December 31, 2020, The Statement of Financial Position showed that the Company had a total asset of 250MB, increasing by 15 MB compared to the previous year, mainly from the increased of Trade and other receivables, Cash and cash equivalents. Most of the trade receivables have already been paid. The Company had total liabilities of 42 MB, increasing by 14 MB from Trade and other payables. The Company's equity was amounting to 208 MB, increasing by 1.5 MB, resulting from the operating results in 2020.

The Company's Current ratio in 2020 was 5.09 which was decreased from the previous year's ratio at 7.07. Despite the slight drop, such Current ratio reflected high liquidity and short-term solvency of the Company. The Company's Debt to equity ratio was 0.20, slightly higher than the previous year. However, such D/E ratio still reflects the Company's capital structure which is largely dependent on the Shareholders' equity. The Company's Book value was 0.45 Baht/share, close to that in the previous year.

In the statement of Comprehensive Income Y2020, the Company had revenues of 225 MB, an increase of 60 MB or 37% comparing to previous year, due to the increase of government project and event management projects which had the higher costs. Total costs to be 181 MB, an increased 62 MB or 53% compared to previous year. Then the gross profit was 44 MB. Gross profit ratio 19.53% a decreased from the previous year. The expenses were 39 MB a decrease of 5 MB from the previous year because of the Company managed to control its expenses, along with the Board, Executives and all Employees jointly the salary reduction to reduce the Company's burden during Covid-19. As a result, the net profit was 3.56 MB. Net profit margin was 1.58% and earning per share was 0.008 Baht.

In 2020, the Company conducted an assessment of long-term employee benefits in accordance with the current circumstances. This contributed to the Company's actuarial loss of 2 MB as displayed on Other Comprehensive Income Items. The Company's total comprehensive income for 2020 amounted 1.52 MB, which was a slight increase from the past year.

Mr. Sathaporn Phangnirun, a shareholder, made an enquiry. As regards reserves for bad debts in 2019, the Company set aside reserves for bad debts which are overdue over 6 months. However, in 2020 the Company had debts overdue over 6 months of 60,000 baht, but set aside reserves for bad debt at 0.64 million Baht. Where did the added differential come from?

Mr. Chayapol Suppasedtanon, Auditor, explained that financial statements were compiled by the Company and examined by an auditor. As regards reserves for doubtful debts, in addition to doing so for age-based doubtful debts, the Company was also mandated by the Financial Reporting Standards (TFRS) 9 to assess expected loss in the future. For this reason, reserves for doubtful debts were greater than normal doubtful debt reserves.

Mr. Sathaporn Phangnirun, a shareholder, questioned on the sharp decrease on the deferred service costs from 14.64 million in 2019 to 4,000 baht in 2020. What was the cause?

Mr. Chayapol Suppasedtanon, Auditor, pointed out that the deferred service costs were actually recorded according to the normal practice of accounting.

Resolution: The meeting approved the Audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2020 by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	350,390,610	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid 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, 2020

The Chairman informed the meeting of the Company's operating result for the year ended 31 December 2020. The Company reported total revenue of 224.77 MB, the net profit of 3.56 MB and total comprehensive income of 1.52 MB. The Company has deficit of 3.28 MB. The Board consequently proposed to omit the dividend distribution.

Mr. Sathaporn Phangnirun, a shareholder, questioned whether the Company had confidence in clearing the accumulated deficit of 3.28 million baht by 2021.

Mr. Manu Leopairote, Chairman of the Board, stated that according to the proposals, the Company would have novel operation adjustments. In this case, the Company should strive for improvement, and he expressed gratitude for advice given.

Resolution: The meeting approved the omission of dividend distribution from operating results for Y2020 by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	350,390,610	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid ballots	0	votes		
- Abstained	0	votes		

Agenda 5 To consider and approve the appointment of new directors replacing those retiring by rotation

The 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 AGM. After that, the rule requires that committee serve the longest in the position retire from the position. The directors who were due to retire by rotation in AGM Y2021 are as follows:

1. Mr. Min Intanate Director, Executive chairman
2. Dr. Wilson Teo Yong Peng Director
3. Miss Sunee Mattanyukul Independent Director

The Company announced on the Company's web site (<http://www.aripplc.com>) to invite shareholders to nominate qualified persons to be appointed as the Company's directors from 1-31 December 2020. However, no candidates were nominated to be appointed as the Company's director.

The Nomination and Remuneration Committee (NRC) was to consider candidates 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 considers the candidates nominated by the committee and, if the Board agrees, it will propose them to the AGM for approval.

In this nomination, The NRC deemed it appropriate to propose to the Board to consider and approve the three of retiring directors by rotation to their offices as directors for another term.

In order to comply with good corporate governance, the Company required shareholders to vote for individual directors and collected all the ballots defined as "approved", "disapproved" and "abstained", however to speed up the process, the staffs shall collect only "disapproved" and "abstained" votes from the shareholders to count the scores. The ballots marked as "approved" votes shall be handed out to the Company's staffs upon leaving the AGM. For the transparency of the votes in the appointment of directors, the Chairman requested the three of retiring directors to leave the meeting room.

Mr. Chanchai Boonyasurakul, the Company's Secretary, informed that on page 20 of the Meeting Notice, the biography of Miss Sunee Mattanyukul, Independent Director, under the heading of employment period "since November 2010" should be corrected to "2020".

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Mr. Sathaporn Phangnirun, a shareholder, added that holding the position for five months did not see out a term so explanation on whose replacement should be made.

Mr. Manu Leopairote, Chairman of the Board, clarified that Miss Sunee Mattanyukul, Independent Director, entered office as replacement of Mr. Prakob Visitkitjakarn, a late Director.

Resolution: The Meeting approved the three directors who retired by rotation, which included Mr. Min Intanate, Dr. Wilson Teo Yong Peng and Miss Sunee Mattanyukul, by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

5.1	Mr. Min Intanate	Director, Executive chairman			
-	Approved	350,390,610	votes or	100.00	percent
-	Disapproved	0	votes or	0.00	percent
-	Invalid ballots	0	votes		
-	Abstained	0	votes		
5.2	Dr. Wilson Teo Yong Peng	Director			
-	Approved	350,390,610	votes or	100.00	percent
-	Disapproved	0	votes or	0.00	percent
-	Invalid ballots	0	votes		
-	Abstained	0	votes		
5.3	Miss Sunee Mattanyukul	Independent Director			
-	Approved	350,390,610	votes or	100.00	percent
-	Disapproved	0	votes or	0.00	percent
-	Invalid ballots	0	votes		
-	Abstained	0	votes		

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

The Chairman of the NRC said that the NRC determined the remuneration of the directors based on their experience, performance and responsibilities, by comparing with other companies in the same industry or companies that perform similar business. The NRC has considered the remuneration of the Board and sub-committees. For the Y2021, a total of monthly remuneration was 573,000 baht at the same rate of the previous year.

Directors and sub-committees' Remuneration 2021

The Committee	Monthly Remuneration (Baht per month)	The meeting allowance (Baht per attendance)	Other benefits
The Board of Directors			
- Chairman of the Board	273,000	5,000	-None-
- Director/Independent director	20,000	5,000	-None-
The Audit Committee			
- Chairman of Audit Committee	30,000	-None-	-None-
- Member of Audit Committee	20,000	-None-	-None-
The Executive Committee			
- Executive Chairman	150,000	-None-	-None-
- Executive Director	-None-	-None-	-None-
The Nomination and Remuneration Committee (NRC)			
- Chairman of NRC Committee	-None-	5,000	-None-
- Member of NRC Committee	-None-	5,000	-None-
The Corporate Governance Committee (CG)			
- Chairman of CG Committee	-None-	5,000	-None-
- Member of CG Committee	-None-	5,000	-None-

- Mr. Manu Leopairote, Chairman of the Board has requested a reduction of his monthly remuneration by 73,000 baht, from 273,000 baht to 200,000 baht/month since April 2016 until now.

- Mr. Min Intanate and Mr. Boonlerd Narathai proposed to waive their director's remuneration.

- Dr. Wilson Teo Yong Peng proposed to waive his director's remuneration and the Board meeting allowance.

For this agenda, the Resolution adhered to two-thirds of a total number of votes casted by the shareholders attending the meeting.

Resolution: The meeting approved the determination of the remuneration of the Board and sub-committees for the Y2021 at total of 573,000 baht per month, and also approved allowance amounted 5,000 baht per attendance of the Board's meeting, the NRC's meeting and the CG's meeting by unanimous votes of the shareholders attending the meeting as follows:

- Approved	350,400,610	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid ballots	0	votes or	0.00	percent
- Abstained	0	votes or	0.00	percent

Agenda 7: To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2021

Chairman of Audit Committee proposed to the meeting to appoint one of the auditors from EY Office Limited, Y2021, including Miss Kirdsiri Kanjanaprakasit or Miss Orawan Techawatanasirikul or Miss Rosaporn Decharkom or Miss Sumana Punpongsanon, to be the Company's auditors with the audit fee totalling 1,280,000 baht, excluding other expenses, which the same rate from the previous year.

Mr. Sathaporn Phangnirun, a shareholder, questioned whether the cut on BOI inspection costs of 80,000 baht effective in 2022 as he was informed earlier of the final payment in 2021, was implemented.

Mr. Chayapol Supposedtanon, Auditor, informed that had the Company previously not claimed a tax right for BOI business, in effect, the auditor would not charge this service fee.


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 at the meeting and eligible to vote as follows:

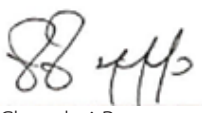
- Approved	350,400,610	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid ballots	0	votes or		
- Abstained	0	votes or		

Agenda 8 To consider other matters


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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. Manu Leopairote			
Proposed appointment as	Chairman of the Board		
Age	80 Years		
Nationality	Thai		
Shareholding Proportion - Direct (Dec. 30, 2021) - Indirect	Ordinary shares 780,000 shares (0.17%) - None -		
Educations	<ul style="list-style-type: none">- Ph.D. in Business Administration (Honorary), Thammasat University.- M.Sc. in Economics, University of Kentucky, USA- B.Sc. in Economics (Hons.), Thammasat University- Certificate for Industrial Development, Nagoya Training Center, Japan- Thailand National Defence College, Class 34		
Certificate	<ul style="list-style-type: none">- Director Certification Program (DCP 30/2003)- The Role of the Chairman Program (RCP 3/2001)		
5 Years' work experience - Listed Company (8 EA)	<ul style="list-style-type: none">- ARIP PCL.- SVOA PCL.- TIP POLEN Power PCL.- T.M.C. Industrial PCL- Jubilee Enterprise PCL.- Polyplex (Thailand) PCL.- Bangkok Union Insurance PLC.- Khon Kaen Sugar Industry PCL.	<ul style="list-style-type: none">Chairman of the BoardChairman of the BoardChairman of ACChairman of the BoardChairman of the BoardChairman of the BoardChairman of the BoardChairman of the Board	<ul style="list-style-type: none">Jan 2010 - Present2016 - Present2016 - Present2011 - Present2010 - Present2004 - Present2004 - Present2004 - Present
- Company Limited (- None -)	- None -		
Duration of Directorship	13 Years (Jan 13, 2010 – Present)		
Criminal Offence Record during the Past 10 years	- None -		
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes		
The equity in both direct and indirect-	- None -		
Meeting Attendance for Y2021	Board Meeting Attendant 5 Total Meeting 5 (100%)		
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM page 4-5)		


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

The Profile of persons nominated to replace retiring directors

2. Mr. Prayoon Rattanachaiyanont																																										
Proposed appointment as	Director																																									
Age	59 Years																																									
Nationality	Thai																																									
Shareholding Proportion - Direct (Dec. 30, 2021) - Indirect	Ordinary shares 1,064,400 shares (0.23%) - None -																																									
Educations	- MBA (Operation Management), University of Scranton, U.S.A. - Bachelor of Commerce, Chulalongkorn University. - Bachelor of Business Administration, Sukhothai Thammathirat University.																																									
Certificate	- Director Accreditation Program (DAP) (2004)																																									
5 Years' work experience - Listed Company (2 EA) - Company Limited (8 EA)	<table><tr><td>- ARIP PCL.</td><td>Director</td><td>Jan 2010 - Present</td></tr><tr><td>- Business Online PCL.</td><td>Director</td><td>1997 - Present</td></tr><tr><td>- Nature Concept Co., Ltd.</td><td>Director</td><td>2016 - Present</td></tr><tr><td>- A.R. Accounting Consultant Co., Ltd.</td><td>Director</td><td>2012 - Present</td></tr><tr><td>- Health Online Co., Ltd.</td><td>Director</td><td>2012 - Present</td></tr><tr><td>- ABIKS Development Co., Ltd.</td><td>Director</td><td>2008 - Present</td></tr><tr><td>- D2 Systems Co., Ltd.</td><td>Director</td><td>2008 - Present</td></tr><tr><td>- ARIT Co., Ltd.</td><td>Director</td><td>1999 - Present</td></tr><tr><td>- Anew Corporation Ltd.</td><td>Director</td><td>1995 - Present</td></tr><tr><td>- Anet Co., Ltd.</td><td>Director</td><td>1995 - Present</td></tr><tr><td>- Advanced Research Group Co., Ltd.</td><td>- Director</td><td>2015 - 2021</td></tr><tr><td></td><td>- FC</td><td>1994 - 2018</td></tr><tr><td>- Core & Peak Co., Ltd.</td><td>Director</td><td>1999 - 2021</td></tr></table>			- ARIP PCL.	Director	Jan 2010 - Present	- Business Online PCL.	Director	1997 - Present	- Nature Concept Co., Ltd.	Director	2016 - Present	- A.R. Accounting Consultant Co., Ltd.	Director	2012 - Present	- Health Online Co., Ltd.	Director	2012 - Present	- ABIKS Development Co., Ltd.	Director	2008 - Present	- D2 Systems Co., Ltd.	Director	2008 - Present	- ARIT Co., Ltd.	Director	1999 - Present	- Anew Corporation Ltd.	Director	1995 - Present	- Anet Co., Ltd.	Director	1995 - Present	- Advanced Research Group Co., Ltd.	- Director	2015 - 2021		- FC	1994 - 2018	- Core & Peak Co., Ltd.	Director	1999 - 2021
- ARIP PCL.	Director	Jan 2010 - Present																																								
- Business Online PCL.	Director	1997 - Present																																								
- Nature Concept Co., Ltd.	Director	2016 - Present																																								
- A.R. Accounting Consultant Co., Ltd.	Director	2012 - Present																																								
- Health Online Co., Ltd.	Director	2012 - Present																																								
- ABIKS Development Co., Ltd.	Director	2008 - Present																																								
- D2 Systems Co., Ltd.	Director	2008 - Present																																								
- ARIT Co., Ltd.	Director	1999 - Present																																								
- Anew Corporation Ltd.	Director	1995 - Present																																								
- Anet Co., Ltd.	Director	1995 - Present																																								
- Advanced Research Group Co., Ltd.	- Director	2015 - 2021																																								
	- FC	1994 - 2018																																								
- Core & Peak Co., Ltd.	Director	1999 - 2021																																								
Duration of Directorship	13 Years (Jan 13, 2010 – Present)																																									
Criminal Offence Record during the Past 10 years	- None -																																									
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes																																									
The equity in both direct and indirect	- None -																																									
Meeting Attendance for Y2021	Board Meeting Attendant 5 Total Meeting 5 (100%)																																									
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM page 4-5)																																									

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

The Profile of persons nominated to replace retiring directors

3. AVM Isaraya Sukcharoen (Maiden Name ; Srivichit)		
Proposed appointment as	Independent Director	
Age	59 Years	
Nationality	Thai	
Shareholding Proportion - Direct (Dec. 30, 2021) - Indirect	Ordinary shares 750,000 shares (0.21%) - None -	
Educations	- Doctor of Medicine Degree, Faculty of Medicine, Chulalongkorn University - MBA, Heriot-Watt University, Edinburgh, Scotland - Bachelor of Laws, Sukhothai Thammathirat University - Mini MBA International Healthcare Standards in Hospital Management, Rangsit University	
Certificate	- Director Accreditation Program (DAP) (2010) - Audit Committee Program (ACP) (2009) - Monitoring Fraud Risk Management (2010) - Monitoring the Quality of Financial Reporting (2010) - Monitoring the Internal Audit Function (2010) - Monitoring the System of Internal Control and Risk Management (2010)	
5 Years' work experience - Listed Company (1 EA) - Company Limited (2 EA)	- ARIP PCL. - Office of Thailand Quality Award - Bhumibol Adulyadej Hospital	
	- Independent Director, Sep 2009 - Present - Chairman of Audit Committee Nov 2020 - Present - Member of NRC 2014 - Present - Chairman of the CG 2018 - Present - Thailand Quality Award Assessor 2014 - Present - Director, Bhumibol Adulyadej Hospital, Directorate of Medical services, RTAF 2021 - Present - Head, Office of Public Sector Development Committee, Directorate of Medical services, RTAF 2016 - Present - Secretary of Risk Management Committee, Directorate of Medical services, RTAF 2016 - Present - Deputy Director, Bhumibol Adulyadej Hospital, Directorate of Medical services, RTAF 2019 - 2021 - Deputy Director, Medical Operations Center, Directorate of Medical services, RTAF 2018 - 2019 - Director, Department of technical Division Directorate of Medical services, RTAF 2017 - 2018 - Head, Quality Improvement Center 2015 - 2017	
Duration of Directorship	13 Years (Sep 16, 2009 – Present)	
Criminal Offence Record during the Past 10 years	- None -	
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes	
The equity in both direct and indirect	- None -	
Meeting Attendance for Y2021	Board Meeting Attendant 5 Total Meeting 5 (100%)	
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2022 AGM page 4-5)	

(The nominating director is not director or executive in other companies that may be conflict of interest with the Company and Independent directors who have been transparent in giving impartial advice.)

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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g. Auditor, legal advisor, financial advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relation that is material and could be barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

The definition of “Independent Director” The Company’s qualifications stipulated are more stringent than the SEG and SET. (Annual Report page 216)

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 constitution al 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.

Enclosure 4

- 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 8 April 2022.

If any shareholder cannot attend the Annual General Meeting of Shareholders 2021, 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. Assoc.Prof.Rana Pongruengphant, Ph.D. Age 76 years	
	Position
	Independent Director/Member of Audit Committee/ Chairman of Nomination and Remuneration Committee/ Member of Corporate governance Committee
	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. Miss Sunee Mattanyukul Age 65 years	
	Position
	Independent Director/ Member of Audit Committee/ Member of Nomination and Remuneration Committee/ Member of Corporate governance Committee
	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 2021 Annual Report under titles as follows:

- “Board of Directors” Page 19
- “Corporate governance structure and important information about the Board of Directors, Sub-Committees, Management, employees and others.” Page 203-215
- “Corporate Governance Policy” Page 192-195

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจตนาตายตัว)

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

Proxy Form B.

อากรแสตมป์
Duty stamp
20 Baht

เขียนที่

Written at

วันที่

Date

เดือน

Month

พ.ศ.

A.D.

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

No.

ถนน

Road

ตำบล/แขวง

Sub-district

อำเภอ/เขต

District

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท

As a shareholder of

เออาร์ไอพี

ARIP

จำกัด (มหาชน)

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

Age

ปี

years

อยู่บ้านเลขที่

Residing at No.

ถนน

Road

ตำบล/แขวง

Sub-district

อำเภอ/เขต

District

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ / OR

☐

2) รศ.ดร. เรณู พงษ์เรืองพันธุ์

กรรมการอิสระ/ กรรมการตรวจสอบ

อายุ 76 ปี

Assoc.Prof.Rana Pongruengphant, Ph.D.

Independent Director/ Member of Audit Committee

Age 76 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

☐

3) นางสาวสุนีย์ มัตตัญญกุล

กรรมการอิสระ/ กรรมการตรวจสอบ

อายุ 65 ปี

Miss Sunee Mattanyukul

Independent Director/ Member of Audit Committee

Age 65 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 8 เมษายน 2565 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมเอสซี 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 2022 Annual General Meeting of the Shareholders to be held on April 8, 2022 as from 2.00 p.m. at MS Siam Tower, Asic Room, 31st Fl., 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120, or such other date, time and place should the meeting be postponed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ **วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564**

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2021

- ☐ (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 ☐ จดออกเสียง/ Abstain

☐ **วาระที่ 2 รับทราบรายงานประจำปี 2564 และรายงานของคณะกรรมการของบริษัท**

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2021

☐ **วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว**

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2021

- ☐ (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 ☐ จดออกเสียง/ Abstain

☐ **วาระที่ 4 พิจารณาอนุมัติจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2564**

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2021

- ☐ (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 ☐ จดออกเสียง/ Abstain

☐ **วาระที่ 5 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

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

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

Appointment of the entire Board of Directors

- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ จดออกเสียง/ Abstain

- ☐ เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Appointment of an individual director

1. นายมนู เลียวไพโรจน์ Mr. Manu Leopaiprote
☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain
2. นายประยูร รัตนไชนานนท์ Mr. Prayoon Rattanachaiyanont
☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain
3. พล.อ.ต.หญิง พญ. อิศรญา สุขเจริญ AVM Isaraya Sukcharoen
☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐งดออกเสียง/ Abstain

☐ วาระที่ 6 **พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ**

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

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

☐ วาระที่ 7 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565**

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2022

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

☐ วาระที่ 8 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Item 8 To consider other business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตบแบบหนังสือมอบฉันทะ 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 2565 ในวันศุกร์ที่ 8 เมษายน 2565 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมเอสิค ชั้น 31 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2022 Annual General Meeting of the Shareholders to be held on April 8, 2022 as from 2.00 p.m. at MS Siam Tower, Asic 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
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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

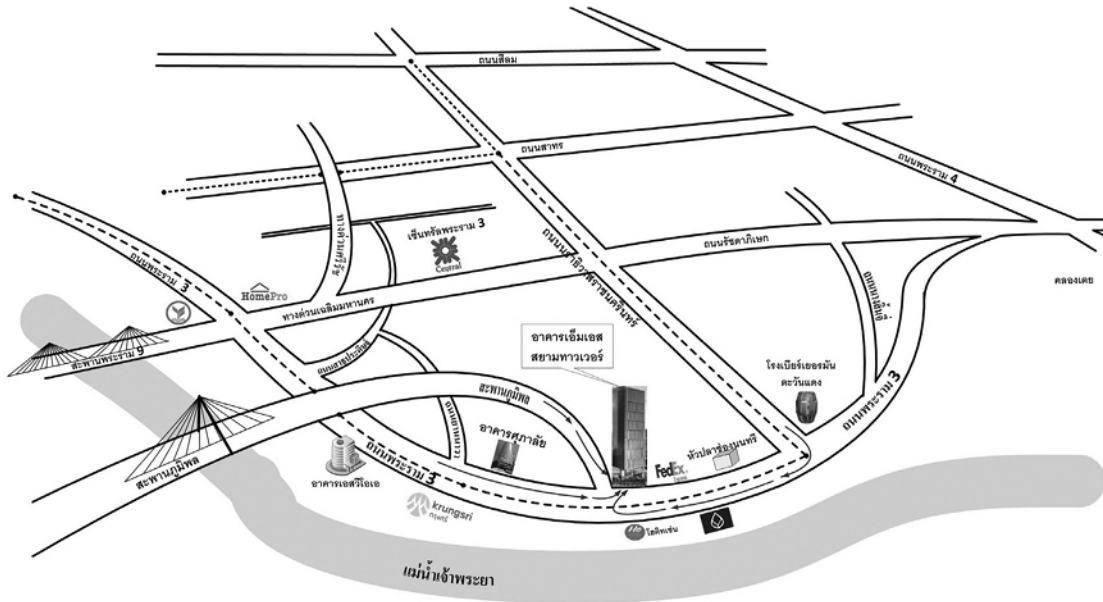
I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

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

ห้องประชุมเอสิค 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: ร้านอาหารห้วยปลาช่องนนทรี และ DHL
- ฝั่งตรงข้าม: ร้านอาหารเสวย, ลุมพินีเพลส นราธิวาส
ชั้นลิฟท์ที่อาคารนิว HIGH ZONE

Meeting Venue Annual General Meeting

MS SIAM Tower, 31st Floor (Asic 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: Savoej River View Restaurant, Lumpini Place Narathiwas
Use elevator (High Zone)