



Invitation to attend the AGM Y2023

ARIP Public Company Limited

Tuesday 11 April 2023

as from 2.00 p.m.,

at ASIC Room, 31st Floor, MS SIAM Tower

1023 Rama III Road, Chong Nonsi, Yannawa,
Bangkok 10120



ARIP PUBLIC COMPANY LIMITED

ARIP PUBLIC COMPANY LIMITED

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ARIP 144/2023

March 10, 2023

Subject: Invitation to the Annual General Meeting of Shareholders 2023 (AGM)

Attention: Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2023 Annual General Meeting of Shareholders on April 11, 2023 as from 2.00 p.m. at Asic 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 2022

Objective and Rationales: The Annual General Meeting of Shareholders 2022 was held on April 8, 2022. 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 2022.

Agenda 2 To acknowledge the 56-1 One report and report on the Company's operating results 2022

Objective and Rationales: According to the Company's operating results for the year ended December 31, 2022, the Company's total revenue was 226.54 MB and was net profit of 12.10 MB. The detailed of the Company's operating results are provided in the 56-1 One report, 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 56-1 One report and report on the Company's operating results 2022.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2022

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, 2022, 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, 2022, which have been audited by the authorized auditors.

Agenda 4 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended December 31, 2022

Objective and Rationales: The Public Limited Company Act 1992 section 115 requires that the Company pay dividend from its profits only and Section 116 requires that the Company set aside at least 5% of its net annual profit as a legal reserve until it reaches 10% of the Company's registered capital.

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 to expand its operations. The dividend payment shall not exceed the retained earnings of the Company financial statements.

Opinion of the Board: The Board of Directors deems it appropriate to proposed AGM to consider and approve the profit apportionment and dividend payment from the Company's operating results Y2022 as follows:

At present, the Company has allocated legal reserves of no less than 10 percent of the registered capital of 116,500,000 baht, amounting to 11. 65 million baht as required by law.

The Company's performance for the fiscal year ended December 31, 2022, the Company has a net profit after tax of 12.10 million baht. The Board propose to the meeting approve of the dividend payment of the year 2022 at the rate of 0.0215 baht per share (par value 0.25 baht), totaling 10,019,000 baht, representing 82.78 percent compared to the Company's net profit. This dividend distribution shall be payable to the shareholders intitling to receive the dividend whom listed in the record date on 9 March 2023 and the dividend payment shall be made on 26 April 2023. (The rights to receive dividend is uncertainly as it has not been approved by shareholders)

Dividend payments for Y2020-2022

Details of dividend payment	2022	2021	2020
1. Total Revenue (million baht)	226.54	169.22	224.77
2. Net Profit (million baht)	12.10	5.20	3.56
3. Total comprehensive income for the year (million baht)	12.10	5.07	1.52
4. Unappropriated retained earnings (Deficit) (million baht)	13.89	1.79	(3.28)
5. No. of shares-issued and paid up (million shares)	466	466	466
6. Dividend Per share (baht)*	0.0215	-	-
7. Dividend payment (million baht)	10.02	-	-

*The dividend payment's rate complies with the Company's dividend policy.

Agenda 5 To consider and approve the amendment of the Company's regulation article

Objective and Rationales: To comply with the Public Limited Companies Act (Vol. 4) B.E. 2565, effective from May 22, 2022 to improve the law in accordance with the situation it primarily focuses on, facilitating the process of public companies in Thailand and to allow the use of more electronic means to comply with the Public Limited Companies Act. The Company therefore proposes to amend Article 25 of the Company's Articles of Association as follows:

Current: "Article 25 The Board of Directors of the Company shall hold a meeting of the Board of Directors at least once every three months.

When summoning the Board of Directors meeting, the Chairman of the Board or an entrusted person by the Chairman shall send the meeting invitation letter to the committee members at least **seven** days prior to the date of the meeting. In case when the rights or interests of the Company take precedence, the meeting notice may be distributed via other methods to hold the meeting at an earlier time.

Nevertheless, two directors or more may request to appoint the Board of Directors' meeting. In this case, the Chairman shall decide the meeting date within fourteen days after the request has been made.

The meeting place has to be within the area of the Company's headquarters or nearby provinces or other places in accordance with the Board of Director's consensus.

Change to "Article 25 The Board of Directors of the Company shall hold a meeting of the Board of Directors at least once every three months.

When summoning the Board of Directors meeting, notice of the meeting shall send the meeting invitation letter to the committee members at least **three** days prior to the date of the meeting. In case when the rights or interests of the Company take precedence, the meeting notice may be distributed via electronic or other methods to hold the meeting at an earlier time.

Nonetheless, two directors or more may request to appoint the Board of Directors meeting. In this case, the Chairman shall decide the meeting date within fourteen days after the request has been made.

The meeting place has to be within the area of the Company's headquarters or nearby provinces or other places in accordance with the Board of Director's consensus. "

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve for the amendment of the Company's regulation article 25 notified the Meeting according to comply with the Public Limited Companies Act (Vol. 4) B.E. 2565

Agenda 6 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 2023 Annual General Meeting of Shareholders would be as follows:

- | | |
|---|-----------------------------------|
| 1. Mr. Boonlerd Narathai | Director, Chief Executive Officer |
| 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, 2022. 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.

Agenda 7 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 subcommittees as follows:

The Board of Directors and subcommittees' remuneration for Y2022-2023

Name-Last Name	Position	Remuneration (Baht/month)		Increase (decrease)
		2023	2022	
1. Mr. Manu Leopaiprote ⁽¹⁾	Chairman of the Board	273,000	273,000	-
2. Mr. Vichate Tantiwanich ⁽²⁾	Director	20,000	-	20,000
instead Mr. Min Intanate ⁽³⁾	Executive Chairman	130,000	220,500	(90,500)
3. Mr. Boonlerd Narathai ⁽⁴⁾	Director	-	-	-
4. Mr. Prayoon Rattanachaiyanont	Director	20,000	20,000	-
5. Dr. Wilson Teo Yong Peng ⁽⁵⁾	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 -	-

Name-Last Name	Position	Remuneration (Baht/month)		Increase (decrease)
		2023	2022	
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		573,000	643,500	(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 subcommittees		- None -	- None -	-

Remark: (1) Mr. Manu Leopairote, 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. Vichate Tantiwanich as Director and Executive Chairman, effective date on 18 January 2023. and determine the remuneration for the Director at 20,000 baht per month and Executive Chairman at 130,000 baht per month, the according to the resolution of the meeting No. 1/2023.
(3) Mr. Min Intanate, Executive Chairman, asked to reduce his monthly remuneration from 220,500 Baht to 150,000 Baht since September 2014 and the resignation from the position of Director & Executive Chairman due to his additional business engagement with the effective date on January 17, 2023.
(4) Mr. Boonlerd Narathai offered to waive the director's remuneration.
(5) 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 subcommittees 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 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2023

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 Y2022, 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 auditor name proposed by EY Office Limited

Name	CPA Registration Number	Years of auditing the Company
Ms. Kirdsiri Kanjanaprakasit	6014	2 Year
Ms. Orawan Techawatanasirikul	4807	-
Ms. Rosaporn Decharkom	5659	-

In Y2023, the audit fee will be settled at the total of 1,240,000 Baht per year excluding other expenses was an increase of 40,000 Baht from the previous year for review BOI, as the below detail,

Description	Y2023	Y2022	Increase (decrease)	
1. Audit fee	750,000	740,000	10,000	
2. Review quarterly Report	390,000	360,000	30,000	
3. Review Annual Report	100,000	100,000	-	
Total	1,240,000	1,200,000	40,000	3.33%

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company's auditor for Y2023 with an auditing fee of 1,240,000 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 Y2023 with an audit fee at the total amount of 1,240,000 Baht per year excluding other expenses.

Agenda 9 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 2023 on March 9, 2023.

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 2022

ARIP Public Company Limited

The meeting was held on 8 April 2022 at 2.00 p.m. at MS Siam Tower, ASIC Room, 31st Floor, 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120.

Mr. Thanit Klaewdetsri, the Company's Secretary, welcomed the shareholders to the Annual General Meeting of Shareholders 2022 of ARIP Public Company Limited (AGM Y2022) and informed the number of shareholders attending the meeting in person and by proxy as follows:

	Number of persons	Number of shares	% Of total shareholders' attending the meeting
Shareholders	21	261,739,900	84.69
Proxies	9	47,334,700	15.31
Total	30	309,074,600	100.00

There were 30 shareholders attending the Meeting, representing 309,074,600 shares or 66.33% 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 Y2022 was declared duly convened.

The Company had provided an opportunity for shareholders to propose matters for inclusion in the agenda of the AGM Y2022 during December 1-31, 2021. However, after the end of such period, none of the shareholders proposed any matter for inclusion in the agenda.

As a result of the Covid-19 pandemic, the Company organized its meeting venue in strict compliance with the Recommendations for Meetings, Seminars, and Other Mass Gatherings by the Department of Disease Control, Ministry of Public Health. The Company limited the number of attendees and asked them to comply with the following guidance:

- Keep a distance of at least 1.5 meter from each other
- Keep a face mask on during the meeting

The Company recognizes the rights to privacy and the importance of personal data protection. The Company processes personal data and records a video for the purpose of the Company's Annual General Meeting (AGM) and for broadcasting during the time you attend the meeting. You can find out more about the Company's personal data protection policy from the privacy notice provided in front of the meeting room.

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. Except for proxy B who will record the vote as specified by the shareholders.

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 Item 1, Item 3, Item 4, Item 5, and Item 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.

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

- | | |
|--|--|
| 1. Mr. Manu Leoparote | Director/ Chairman of the Board |
| 2. Mr. Min Intanate | Director/ Executive Chairman |
| 3. AVM Isaraya Sukcharoen | Independent Director/ Chairman of AC/ Member of NRC/
Chairman of CG |
| 4. Assoc. Prof. Rana Pongruengphant, Ph.D. | Independent Director/ Member of AC/ Chairman of NRC/
Member of CG |
| 5. Miss Sunee Mattanyukul | Independent Director/ Member of AC/ Member of NRC/
Member of CG |
| 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: Miss Kirdsiri Kanjanaprakasit and Miss Natanee Chevarunotai.

The Company’s Legal Advisor: Miss Chotika Thimasat and Mr. Narin Dhirajeera who serve as vote counting committees.

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Remarks: In the course of the meeting, additional shareholders gradually joined the meeting. In total, 33 shareholders attended the meeting, holding a total of 325,586,700 shares, equivalent to 69.87% of the sold shares. Details are as follows:

	Number of persons	Number of shares	% Of total shareholders' attending the meeting
Shareholders	24	278,252,000	85.46
Proxies	9	47,334,700	14.54
Total	33	325,586,700	100.00

Mr. Manu Leopairote, 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 2021

The Chairman proposed to the Meeting to approve the Minutes of the Annual General Meeting of Shareholders 2021 (the AGM Y2021), held on 8 April 2021, a copy of which was published on pages 8-16 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).

Resolution: The meeting has passed a resolution to approve the Minutes of the AGM Y2021 with unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	325,586,600	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 2021

The Chairman proposed to the Meeting to acknowledge the Annual Report 2021 which had been distributed to the shareholders in advance together with the Meeting Notice.

Mr Boonlerd Narathai, Director and CEO, gave the following statement:

The Company is committed to fighting against corruption by requiring the Company and all entities involved in business operations to comply with the anti-corruption policy and by offering a channel for reporting clues and complaints and for suggesting protection solutions. In 2021, the Company continued to comply with the policy by organizing trainings and orientations for Employees, Management, and the Board of directors to inform about the Company's commitment, anti-corruption policy, and how to report clues and complaints on wrongdoings. The Company also required the Internal Audit Department to audit and assess potential risks that may arise from corruption to identify appropriate solutions. In 2021, the Company received no complaint, either internally or externally.

2021 Operating Results by Business

1. Media and Content Business

- Consumer IT Media: provides product information for consumers via the websites, Commarthailand and Techhub. The Company collaborates with Facebook, TikTok, and Blockdit to create content that generate revenue from viewing and article reading.

- Business Media: includes Business+ Magazine, the business analysis magazine for executives, and "Top 1000", a special edition magazine. The magazines continue to receive great support from customers and high-level executives who agreed to be on the covers of the magazines.

2. Event Planning Business

- Commart fair: In 2021, the Company only organized the fair twice due to the Covid-19 situation in which the government imposed a lockdown during the second and third quarters. As a result, the Company adjusted its revenue plan as follows:

- Commart Brand Week fair: During the lockdown, the Company collaborated with its partners to organize the fair virtually, using content to introduce products and invite customers to purchase through its online channel, which received positive feedback and will become a new way to generate revenue for the Company.

- Commart Award: is an award ceremony for popular IT products.

- Thailand Top Company Award: builds on the Business+ and Top 1000 magazine business. Small and medium enterprises are the target participants of Thailand Top SME Award. Thanks to the lifting of lockdown measures, the Company was able to physically hold the Product of the year event in the fourth quarter.

- Product Innovation Award: 2021 was the first year in which the event was held virtually with award presenters and receivers only meeting through the screen. Photos and a video were also taken to promote the event. Many organizations have been interested in organizing events in the similar format.

- Thailand Digital Transformation Week 2021: was a collaboration between the Electronic Transactions Development Agency (ETDA) and the Federation of Thai Industries. The event was held 100% virtually through an online platform.

- Diplomatic Bazaar: was organized virtually through an online platform and was a continuation of the Red Cross Fair. Spouses of diplomats from over 50 countries presented their booths of international products. Due to the restrictions on mass gatherings, the event offered an e-Commerce system for customers who were unable to visit the fair and for customers in other provinces to allow access from anywhere.

- Empowering Tech Tourism: was a virtual event organized for the Tourism Authority of Thailand. The event provided an opportunity for tourism business operators and startups to meet and exchange information through an online platform.

- 2021 Prime Minister's Insurance Awards: The excellence insurance award ceremony created an additional revenue stream from the Product Innovation Award held virtually.

- TED Fund Market Scaling UP: was virtually organized through an online platform which builds on the Empowering Tech Tourism organized virtually through an online platform and the Open House event where the online platform was launched.

- 2021 Red Cross Fair: was organized for the second year in an online format. The fair was held in a similar way as a metaverse where an avatar could walk to different virtual places.

3. Digital Business

- Digital technology was an essential part that enables virtual event planning. The digital agency business continues to attract customers.

- Wisimo - eLearning Platform: The Company launched another large-scale company and continues to develop its platform such as Future Competency Assessment. The Company has also introduced the facial recognition feature for authentication which will enhance its sales.

The Company's operating results at the end of the accounting year as of 31 December 2021 showed that the company had revenue of 169.22 MB, decreasing from the previous year by 55.55 MB or 24.71% with a net profit of 5.20 MB, increasing from the previous year by 1.64 MB or 46.01%.

Mr. Sataporn Pangnirun, the shareholder, thanked the Company for organizing the in-person annual general meeting and pointed out the summary of the financial information on Page 23 of the annual report which

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showed that all the figures in 2021 improved for all businesses. He asked which revenue sources contributed to the profit margin of 29.84%.

Mr. Boonlerd Narathai, Director and CEO, answered that due to the Covid-19 outbreak, customers chose to organize events in a hybrid format. The expenses were the result of platform investment. Aside from that, the Company was unable to organize Commart Fair in the third quarter which led to high costs and expenses. Those were the reasons why the profit margin increased.

Mr. Sataporn Pangnirun, the shareholder, made an additional observation that the Company's accumulated loss turned into net profit in 2021.

Mr. Chatchai Songsaengcharoen, the shareholder, made an inquiry on the proportion of each business. During the past years, there has been a trend for digital business transformation. Will there be any digital business development in the future?

Miss Pornpavee Sahawathanapong, CFO, answered that from the revenue proportion shown on Page 22 of the 2021 annual report, Print Media 27%, Event 34% and Digital 39%.

Mr. Boonlerd Narathai, Director and CEO, informed that the Company had made the following digital transformations:

1. Media: Social media has fueled competition in the market. The Company is committed to developing an online platform for virtual events to resemble the metaverse experience which utilizes functions available through AR and VR technologies to maximize benefit.

2. Wisimo Platform: The Company has studied and developed facial recognition features to authenticate users. For example, the renewal of insurance agents is currently unavailable, and educational institutions need to verify students for learning and testing. The facial recognition feature will allow for online activities and can be applied for other functions that need identification in the future. This would be the Company's direction for product development.

Mr. Chatchai Songsaengcharoen, the shareholder, asked how much revenue and costs Wisimo and Virtual Event generated?

Miss Pornpavee Sahawathanapong, CFO, informed that digital business consists of two businesses: digital agency and Wisimo. Revenue from Wisimo is rather higher than that from a digital agency since the Company offers an application development service. Wisimo began to see actual revenue towards the end of 2021 and the beginning of 2022.

Mr. Chatchai Songsaengcharoen, the shareholder, asked how much were the revenue and costs of Wisimo and Virtual Event, approximately?

Mr. Min Intanate, Executive Chairman, answered that the revenue and costs of Wisimo and virtual Events were as follows:

- Virtual Event's small projects accounted for 3-4 MB and large projects accounted for 10-12 MB, depending on the customer's size of evaluation work. Physical events had a gross profit margin of 40-50%.

- Wisimo: The system accounted for 2-3 MB and the cloud rental service accounted for 0.6-1 MB. In the beginning, Wisimo had 20-30% profitability. If the investment is stable and the system is able to generate higher revenue, the gross profit margin could increase by 40-50%.

Mr. Chatchai Songsaengcharoen, the shareholder, asked what the proportions of Wisimo and Virtual Event were in the previous year.

Mr. Manu Leopairrote, Chairman of the Board, informed that the inquiry would be addressed in the final agenda while the Company was finding out the information. Now, let us move on to the next agenda.

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 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

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 114-145 of the Annual Report.

Miss Pornpavee Sahawathanapong, CFO, clarified that as of December 31, 2021, The Statement of Financial Position is similar to the previous year. The Company had a total asset of 258 MB, increasing by 8 MB from the previous year, total liabilities of 44 MB, increasing by 2 MB from the previous year and the shareholders' equity of 213 MB, increasing by 5 MB, resulting from the operating results in Y2021.

Liquidity Ratio Y2021, current ratio was 5.02 times which was slightly decreased from the previous year (5.09 times), debt to equity ratio was 0.21 times, these ratios show that the Company still has excellent liquidity and short-term debt repayment ability. The Company's net book value was 0.46 Baht/share, similar to the previous year.

The statement of Comprehensive Income Y2021, the Company had revenues of 169 MB, a decrease of 56 MB or -24.71% from the previous year, mainly from last year's revenue of One-off project finished at the beginning of the year and Covid-19 situation, the Company was unable to hold Commart in Q3. Total cost was 118 MB, a decrease of 63 MB or -35% from the previous year, consistent with the decrease of revenue. The gross profit was 50 MB, an increase of 6.2 MB from the previous year. The selling and administrative expenses were 45 MB, an increase of 6 MB or 15% from the previous year, affecting from last year the Board, Executives and all Employees jointly reduced their salaries to reduce the Company's Burden during the impact of the epidemic of Covid-19 and this year there was a financial advisor's valuation expense concerning a tender offer which was for the minority shareholders' benefit. As a result, the net profit was 5.2 MB, an increase of 1.6 MB from the previous year. Gross profit ratio was 29.84%, an increase from the previous year (19.53%), because of the decrease revenue which have higher costs. Net profit ratio was 3.07% and earning per share was 0.011 Baht.

Mr. Sataporn Pangnirun, the shareholder, suggested that in the previous year, a view on the Company's liquidity was given. Even though the Company was able to remove accumulated operating loss, there remained concerns about excess liquidity. The Company has used cash to invest in other current assets to receive interests. If the Company had used cash to invest in the Company, he believed that it would be able to generate higher returns.

Mr. Manu Leopairote, Chairman of the Board, expressed an appreciation for the suggestion.

Resolution: The meeting approved the Audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2021 by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	325,586,700	votes or	100.00	percent
- Disapproved	0	votes or	0.00	percent
- Invalid ballots	0	votes		
- Abstained	0	votes		

Enclosure 1

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

The Chairman informed the meeting of the Company's operating result for the year ended December 31, 2021, the Company's total revenue was 169.22 MB, the net profit was 5.20 MB and total comprehensive income was 5.07 MB and deficit brought forward 3.28 MB, resulting in unappropriated retained earnings of 1.79 MB. 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.

Mr. Sataporn Pangnirun, the shareholder, suggested that ARIP present the targets, policies, and action plan for 2022 to provide information for next year's evaluation and for investors to review the minutes.

Resolution: The meeting approved the omission of dividend distribution from operating results for Y2021 by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	325,586,700	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 Y2022 are as follows:

1. Mr. Manu Leoparote	Director, Chairman of the Board
2. Mr. Prayoon Rattanachaiyanont	Director
3. AVM Isaraya Sukcharoen	Independent Director

The profiles of persons nominated to replace retiring directors was published on pages 17-19 of the Invitation letter.

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 2021. 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.

This agenda, AVM Isaraya Sukcharoen, an independent director who been in the position exceeding 9 consecutive years, has been retiring in this term. The Board considered that AVM Isaraya Sukcharoen as an independent director, who has the knowledge and work experiences, can give her opinions in accordance, which are valuable for the Company's businesses.

In this regard, the Board considered the NRC recommend that all of three directors' qualifications are suitable for the Company's businesses. The Board deems it appropriate to propose to the AGM 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.

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

5.1 Mr. Manu Leopairote	Director, Chairman of the Board
- Approved	325,586,700 votes or 100.00 percent
- Disapproved	0 votes or 0.00 percent
- Invalid ballots	0 votes
- Abstained	0 votes
5.2 Mr. Prayoon Rattanachaiyanont	Director
- Approved	325,586,700 votes or 100.00 percent
- Disapproved	0 votes or 0.00 percent
- Invalid ballots	0 votes
- Abstained	0 votes
5.3 AVM Isaraya Sukcharoen	Independent Director
- Approved	325,584,600 votes or 99.9994 percent
- Disapproved	2,100 votes or 0.0006 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 Y2022, the total amount of 643,500 Baht per month, an increase of 70,500 Bath per month from the previous year. (Detail are in the invitation letter on page 4-5)

Directors and sub-committees’ Remuneration Y2022

The Committee	Monthly Remuneration (Baht per month)	The meeting allowances (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 (AC)			
- Chairman of Audit Committee	30,000	- None -	- None -
- Member of Audit Committee	20,000	- None -	- None -
The Executive Committee			
- Executive Chairman	220,500	- 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 -

Enclosure 1

Remark:

- (1) Mr. Manu Leopairote, 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 and Mr. Boonlerd Narathai offered to waive the director's remuneration.
- (3) Mr. Min Intanate, Executive Chairman, asked to reduce his monthly remuneration from 220,500 Baht to 150,000 Baht since September 2014. The Board consider to increase the remuneration of the Executive Chairman to 220,500 Baht at the same rate from Y2014.
- (4) Dr. Wilson Teo Yong Peng offered to waive the director's remuneration and allowance of the Board's meeting.

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 subcommittees for the Y2022 at total of 643,500 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	325,586,700	votes or	100.00 percent
- Disapproved	0	votes or	0.00 percent
- Voided 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 Y2022

Chairman of Audit Committee proposed to the meeting to appoint one of the auditors from EY Office Limited, 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 Y2022 totalling 1,200,000 Baht, excluding other expenses, a decrease of 80,000 Baht from the previous year for review BOI fee.

Resolution: The Meeting approved the appointment of the auditor from EY Office Limited and the proposed annual audit fee Y2022 is 1,200,000 Baht excluding other expenses by unanimous votes of the shareholders present at the meeting and eligible to vote as follows:

- Approved	325,586,700	votes or	100.00 percent
- Disapproved	0	votes or	0.00 percent
- Voided ballots	0	votes or	
- Abstained	0	votes or	

Agenda 8 To consider other matters

-

Miss Pornpavee Sahawathanapong, CFO, informed that following the shareholder's inquiry, Y2021 digital business revenue consisted of Digital services 25%, Wisimo 55% and special projects 20%. Y2020, Digital services accounted for 10%, Wisimo 15% and special projects 75%. Gross profit margins excluding employee costs, which are the Company's main costs, were: 60-70% for digital services, 50-60% for Wisimo, and 10-15% for special projects.

Mr. Sataporn Pangnirun, the shareholder, suggested that ARIP present the targets, policies, and action plan for 2022 to provide information for next year's evaluation and for investors to review the minutes.

Mr. Boonlerd Narathai, Director and CEO, informed that the Company had been able to maintain its performance similar to the previous year's. If the Company can hold the Commart fair three times and Wisimo's sales significantly increase in the first quarter and Virtual Event continues to acquire projects, the Company believes that the situation will be better than in the previous year.

Mr. Chatchai Songsaengcharoen, the shareholder, made an inquiry on the information on the 25% proportion of digital services and asked whether that accounted for 48 MB.

Miss Pornpavee Sahawathanapong, CFO, informed that the revenue proportion mentioned was the revenue proportion of only the digital service business. The revenue from digital services was approximately 15 MB.

Mr. Chatchai Songsaengcharoen, the shareholder, made an additional inquiry to Mr. Boonlerd Narathai on the low revenue of Digital Agency, believing that it should be able to generate higher revenue.

Mr. Boonlerd Narathai, Director and CEO, answered that for Digital Agency, we need to look at advertising revenue. Due to the Covid-19 outbreak, companies reduced their public relations budget. There are currently many companies providing digital agency services and competing fiercely on price. The Company has selected content-based projects since ARIP started with its content-based business. The digital service business helps Virtual Event on the online part in a promotion, platform development, and others.

Mr. Chatchai Songsaengcharoen, the shareholder, made an inquiry on the Company's vision on its digital business model and asked what the direction would be in the next 5 years aside from the current business.

Mr. Boonlerd Narathai, Director and CEO, informed that ARIP's growth is founded on two things, content and knowledge. Even though platform or media has changed, the content remains important. ARIP will conduct its business using content and knowledge as its marketing tool, which allows consumers to use the information for decision-making. The concept is in line with Wisimo in which the company has developed the system. Its courseware can be applied to help people in organizations transition to the digital era.

Mr. Min Intanate, Executive Chairman, informed that 5 years ago, ARIP conducted its publishing business with 5 magazines. Today, only one magazine remains. The Company has dramatically transformed. The digital agency business is able to generate 10-15% of gross profit margin. The Company has added value by creating an integrated digital agency. Apart from that, the Company focuses on developing a virtual platform to gain recognition from the market. Within 3 years, the Company believes that it will become the leader of a digital platform for the digital event. In the future, physical events will merge with virtual events. The last Red Cross fair is a simulation of a small metaverse. Many organizations have been interested in the new type of event. In the future, if the event is regularly held, we will sell a platform. If the budget is limited, we will rent a platform, which will provide service revenue. We expect a minimum gross profit margin 40-60%, except for government agencies' events where gross profit margins are low since we only need them for reference.

It is important to operate a knowledge-driven business. Despite abundant information today, decision-making heavily relies on individuals. As the quality of personnel is most important, the Company has collaborated with educational institutions to develop certified programs to enhance personnel productivity. The programs allow for access from a mobile phone, a website, or an office. Wisimo is increasingly recognized by public and private agencies. It differentiates itself from other companies by merging a platform with the knowledge base. Therefore, digital platform and service income is ARIP's plan for the next five years. The Company would continue to integrate its annual award ceremony events. This year, agencies and organizations have begun to request the Company's event planning format.

Mr. Chatchai Songsaengcharoen, the shareholder, said that he had seen the Company's changes in Virtual Event and Wisimo and agreed with what had been noted. He later made an inquiry on the Company's vision for bitcoin mining and the NFT game.

Mr. Boonlerd Narathai, Director and CFO, informed that the Company would not involve with the speculation of cryptocurrency, but would use it to develop the ecosystem for event planning. Blockchain and NFT infrastructure will be used in metaverse such as for creating items, which the Company needs to explore further to ensure proper implementation.

Enclosure 1

Mr. Chatchai Songsaengcharoen, the shareholder, asked whether bitcoin mining and the NFT game would be implemented in business.


Mr. Boonlerd Narathai, Director and CEO, informed that the Company does not plan to start bitcoin mining. In terms of the NFT game, the Company would use it at Virtual Event. When entering metaverse, cryptocurrency would be used to purchase items and products in NFT form.

Mr. Min Intanate, Executive Chairman, informed that if there is an opportunity in the future, it will be possible that the Company will invest in them. The Company has always analyzed and assessed the situation. However, there remain many uncertainties. When the laws allow the business to be operated and there is a market for it, it can be operated in the future, without affecting shareholders' returns. The Company will consider all information and evaluate costs and benefits to ensure the highest benefits for shareholders.

Mr. Anupong Santawanont, the shareholder, asked if the Company is to achieve the mentioned plan in 5 years, has the Company broken down its investment budget? What is the amount?


Mr. Min Intanate, Executive Chairman, informed that for platform development or investment in Wisimo, the Company plans to invest continuously. Annual investment is approximately 3-5 MB. The Company takes customers' needs into account to further improve its system. For the next 5 years, the investment budget is set at no more than 30 MB.

As there were no further questions or suggestions have been raised by the shareholders, the Chairman declared the Meeting adjourned at 3:47 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  Chairman of the Meeting
(Mr. Manu Leopaibote)

Sign  The Company's secretary
(Mr. Thanit Klaewdetsri)

The Profile of persons nominated to replace retiring directors

1. Mr. Boonlerd Narathai		
Proposed appointment as	Director & Chief Executive Officer	
Age	46 Years	
Nationality	Thai	
Shareholding Proportion - Direct (Dec. 30, 2022)	600 shares	
- Indirect	- None -	
Educations	- Master of Science (Information Technology Management) Rangsit University - Bachelor of Science (Computer Science) Kasetsart University	
Certificate	- Director Accreditation Program Class 161/2019	
5 Years' work experience		
- Listed Company (1 EA)	- ARIP PCL. - Director & Chief Executive Officer Aug 2019 - Present - Digital Solution Director May 2016 - Present	
- Company Limited (- EA)	- None -	
Duration of Directorship	3 Years 5 Month (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 Y2022	Board Meeting Attendant 4 times Total Meeting 4 times (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 2023 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. Assoc. Prof. Rana Pongruengphant, Ph.D.



Proposed appointment as	Independent Director, Member of AC, Chairman of NRC, Member of CG
Age	77 Years
Nationality	Thai
Shareholding Proportion - Direct (Dec. 30, 2022)	- None -
- Indirect	- 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)	- ARIP PCL - Independent Director, Member of AC Feb 2019 - Present - Chairman of NRC Nov 2020 - Present - Member of CG 2019 - Present - Member of NRC 2019 - 2020
- Company Limited (3 EA)	- Burapha University - Executive Board Committee of the International College 2020 - Present - Executive Board Committee of the Graduate School 2018 - Present - Dean of the International College 2009 - 2017 - Vice President for Academic Affairs and Secretary univ. Council 2003 - 2012 - King Mongkut's University of Technology North Bangkok - University Council Committee 2019-Present - Academic Council Committee 2013-2019 - International School Eastern Seaboard (ISE) - Board of Director Committee 2019-Present
Duration of Directorship	3 Years 11 Month (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 Y2022	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2023 AGM page 4-5)
Nomination Procedure	

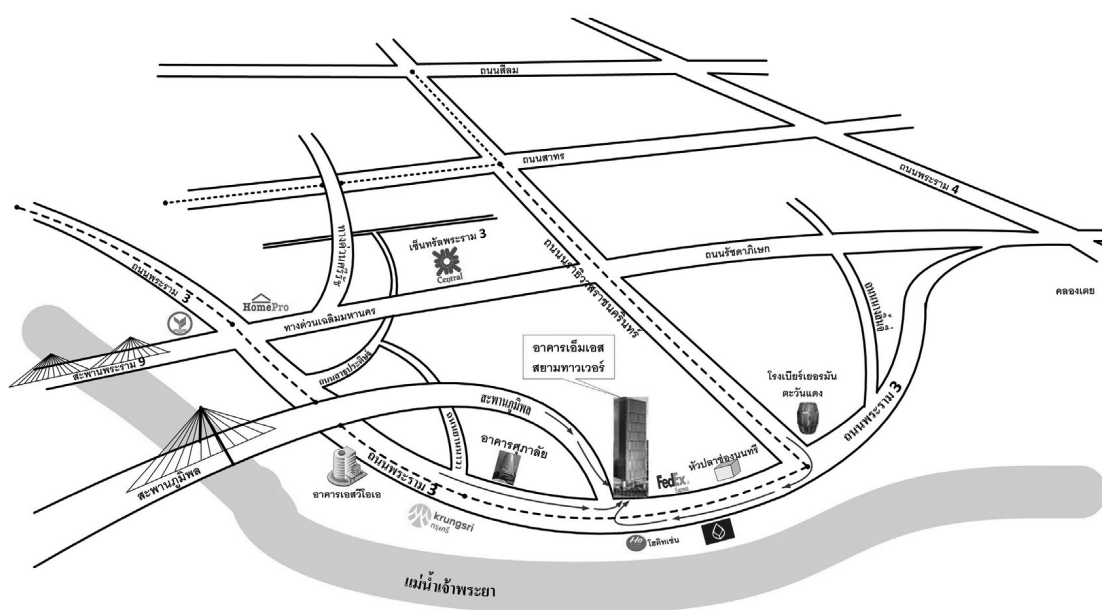
(The nominating director is not director or executive in other companies that may be conflict of interest with the Company and Independent director who have been transparent in giving impartial advice.)

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 has defined “Independent Director” in accordance with the requirement by the SEG and SET. (From 56-1 One report Page 226)

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



สถานที่ประชุมสามัญผู้ถือหุ้น

ห้องประชุมอสิค 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

- ด้านเดียวกับ: ร้านอาหารห้วยปลาช่องนนทรี และ DHL
- ด้านตรงข้าม: ร้านอาหารเสวย, ลุมพินีเพลส นราธิวาส
ชั้นลิฟท์ที่อาคารเอ็ม 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: Savoey River View Restaurant, Lumpini Place Narathiwas
Use elevator (High Zone)

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:

Enclosure 5

- 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 Tuesday 11 April 2023.

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. AVM Isaraya Sukcharoen		Age 61 years
	Position	Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee/ Chairman 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 in this meeting: - None -

	2. Miss Sunee Mattanyukul		Age 66 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 in this meeting: - None -

Remark: Profiles of Independent Directors and their business performances are described in the From 56-1 One report under titles as follows:

- “Board of Directors” Page 14-19
- “Management Structure” Page 211-225
- “Corporate Governance Policy” Page 199-210

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ทำयाประกาศกรมพัฒนาธุรกิจการค้า 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

อายุ

ปี

☐

1)

Age

.....years

อยู่บ้านเลขที่

Residing at No

ถนน

Road

ตำบล/แขวง

Sub-district

อำเภอ/เขต

District

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ / OR

☐

2) **พล.อ.ต.หญิง พญ.อิสริยา สุขเจริญ**

AVM Isaraya Sukcharoen

กรรมการอิสระ/ ประธานกรรมการตรวจสอบ

Independent Director/ Chairman of Audit Committee

อายุ 61 ปี

Age 61 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

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

หรือ / OR

☐

3) **นางสาวสุนีย์ มัตตัญญกุล**

Miss Sunee Mattanyukul

กรรมการอิสระ/ กรรมการตรวจสอบ

Independent Director/ Member of Audit Committee

อายุ 66 ปี

Age 66 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมเอเซีย 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 2023 Annual General Meeting of the Shareholders to be held on April 11, 2023 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 2565**

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2022

- ☐ (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 รับทราบแบบ 56-1 One report และรายงานของคณะกรรมการบริษัท**

Item 2 To acknowledge the 56-1 One report and report on the Company's operating results 2022

☐ **วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว**

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2022

- ☐ (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 พิจารณาอนุมัติการจ่ายเงินปันผลและการจัดสรรไว้เป็นทุนสำรองตามกฎหมาย สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

Item 4 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended December 31, 2022

- ☐ (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 พิจารณาอนุมัติการแก้ไขข้อบังคับบริษัท**

Item 5 To consider and approve the amendment of the Company's regulation article

- ☐ (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 6 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

Item 6 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. เรณู พงศ์เรืองพันธุ์ Assoc. Prof. Rana Pongruengphant, Ph. D.
- ☐ เห็นด้วย/ Approve ☐ ไม่เห็นด้วย/ Disapprove ☐ งดออกเสียง/ Abstain

☐ **วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ**

Item 7 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 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566**

Item 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2023

- ☐ (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 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Item 9 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 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) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณา 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประกอบแบบหนังสือมอบฉันทะ 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 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมเอสซี ชั้น 31 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of the Shareholders to be held on April 11, 2023 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
(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
(.....)	