



(Translation)

Pres. 036/2017

14 February 2017

Subject Announcement of the 2017 Annual General Meeting of Shareholders (“AGM”) and the Dividend Payment

To President  
Stock Exchange of Thailand

The Board of Directors of IRPC Public Company Limited at the Meeting No.2/2017 held on 14<sup>th</sup> February 2017, has passed the following resolutions:

1. The 2017 Annual General Meeting of Shareholders (“AGM”) will be on Tuesday, 4<sup>th</sup> April 2017, 09.30 a.m. at Bangkok Convention Centre, 22<sup>nd</sup> Floor, Centara Grand & Bangkok Convention Centre at Central World, located at 999/99 Rama 1 Road, Phatumwan, Bangkok 10330.

2. The Record Date for the rights to attend the Annual General Meeting of Shareholders and the rights to receive the dividend payment will be on Wednesday, 1<sup>st</sup> March 2017, and the Share Registration Book Closing Date for gathering Shareholder’s name under section 225 of the Securities and Exchange Act B.E.2535 will be on Thursday, 2<sup>nd</sup> March 2017.

The Agenda of the AGM is as follows:

Item 1 Statement of the Chairman

Item 2 Acknowledge the Company’s 2016 Operating Results and Approve the Company’s 2016 Financial Statement

Board’s opinion: After due consideration, the Board found it appropriates to propose the AGM to acknowledge the Company’s 2016 Operating Result and to approve the Company’s 2016 Financial Statement which has been audited by the auditor and reviewed by the Audit Committee.

Item 3 Approve the dividend payment of the Company’s 2016 Operating Results

Board’s opinion: After due consideration, the Board found it appropriate to propose the AGM to approve the cash dividend payment for the operating results of the year 2016. The dividend shall be paid at the rate of Baht 0.23 per share, amounting to approximately Baht 4,700 million. The dividend shall be paid as follows:

- The 0.066 baht per share is paid out of the Tax Exemption Retained Earnings promoted by the Board of Investment (BOI); thus, this amount is not entitled for tax return claim.
- The 0.164 baht per share is paid out of the normal Retained Earnings; however, the Company uses loss carried forward privileges, so this amount is not entitled for tax return claim.

The Board has set the Record Date to entitle rightful shareholders who may receive the dividend on Wednesday, 1<sup>st</sup> March 2017 and the Share Registration Book Closing Date for gathering Shareholder's name under Section 225, The Securities and Exchange Act B.E.2535 will be on Thursday, 2<sup>nd</sup> March 2017. The dividend will be payable on Friday, 21<sup>st</sup> April 2017.

(The rate of dividend payment still subjects to the approval of the 2017 AGM.)

**Item 4**                      **Elect the directors in replacement of those who are retiring by rotation**

According to the Company's Article of Association, at each AGM, one-third of the members of the Board of Directors or the nearest, will retire by rotation. There are 5 retired directors by rotation at the 2017 AGM as follows:

- |                             |                      |
|-----------------------------|----------------------|
| 1. Mr.Somnuk Bomrungsalee   | Director             |
| 2. Mr.Ekniti Nitithanprapas | Director             |
| 3. Mr.Anusorn Sangnimnuan   | Independent Director |
| 4. Mr.Jessada Promjart      | Independent Director |
| 5. Mr.Woothisarn Tanchai    | Independent Director |

Board's opinion: After due consideration, the Board of Directors (the directors who have a conflict of interest did not vote for this resolution), agreed with the Nomination and Remuneration Committee's recommendation to propose the AGM to elect 5 persons to be directors/ independent directors as follows:

- |                             |                      |
|-----------------------------|----------------------|
| 1. Mr.Somnuk Bomrungsalee   | Director             |
| 2. Mr.Ekniti Nitithanprapas | Director             |
| 3. Mr.Anusorn Sangnimnuan   | Independent Director |
| 4. Mr.Jessada Promjart      | Independent Director |
| 5. Mr.Woothisarn Tanchai    | Independent Director |

**Item 5**                      **Approve the Board Directors' remunerations for the year 2017**

Board's opinion: After due consideration, the Board of directors agreed with the Nomination and Remuneration Committee's recommendation, propose the AGM to approve the Directors' remunerations for the year 2017 as the following:

- The Board of Directors' monthly allowance and meeting allowance and the Sub-Committee's meeting allowance are maintained at the same rates of 2016's as follows. (This remuneration rate has been set out from 2006.)

**Board of Directors:**

	<b>Monthly Allowance</b>	<b>Meeting Allowance (per attendance)</b>	<b>Other Benefits</b>
Chairman	Baht 60,000	Baht 60,000	None
Director	Baht 45,000	Baht 45,000	None

Sub-Committee:

	<b>Monthly Allowance</b>	<b>Meeting Allowance (per attendance)</b>	<b>Other Benefits</b>
Chairman	None	Baht 60,000	None
Director	None	Baht 45,000	None

- Paying bonus for the Board of Directors in the total amount of Baht 29 million based on the Company's operating results of the year 2016.

Item 6                      Appoint an auditor and determine the auditor fees for the year 2016

Board's opinion: After due consideration, the Board of directors agreed with the Audit Committee, propose the AGM to appoint an auditor from Deloitte Touche Tohmatsu Jaiyos Advisory Company Limited as follows:

1. Mr.Permsak Wongpatcharakorn, C.P.A. (Thailand) Reg.No. 3427, or
2. Mr.Kiatniyom Kuntisook, C.P.A. (Thailand) Reg.No. 4800, or
3. Mr.Wonlop Vilaivaravit, C.P.A. (Thailand) Reg.No. 6797

The audit fees for the year 2017 shall be maintained in the total amount of Baht 3,100,000 (excluding miscellaneous expenses, not exceeding Baht 120,000 in total).

Item 7                      Any Other Business (If any)

The Company has disclosed the minutes of the 2016 AGM on the corporate website on 12nd April 2016 and sent to all shareholders by postal to review, object and/or suggest for revision and correction from 20<sup>th</sup> April 2016 – 31<sup>st</sup> May 2016. However, no shareholders recommended any amendment or objection.

The Company will disclose the Notice of the 2017 Annual General Meeting of Shareholders and its agendas online at <http://www.irpc.co.th> from 3<sup>rd</sup> March 2017 onwards.

Yours sincerely,

*-Sukrit Surabotsopon-*

(Mr. Sukrit Surabotsopon)  
President  
By the resolutions of the Board of Directors  
IRPC Public Company Limited

Compliance and Corporate Secretary Division  
Tel. 0-2649-7383  
Fax. 0-2649-7999