



บริษัท ระยองพิวริฟายเออร์ จำกัด (มหาชน)
RAYONG PURIFIER PUBLIC COMPANY LIMITED
ทะเบียนพาณิชย์ที่ 40854600021 Public Company Registration No.40854600021



No. RPC/HO-MDO/LT-0156/2554

Date 28 February 2011

Subject: Invitation to the Annual General Meeting of Shareholders of Rayong Purifier Public Company Limited for the year 2011

To: Shareholders of Rayong Purifier Public Company Limited

Notice is hereby given that the Board of Directors of Rayong Purifier Public Company Limited (the "Company") passed the resolution to hold the Annual General Meeting of Shareholders for the year 2011 on 7 April 2011 at 13.30 a.m., at the Meeting Room "Salon B", 2nd Fl., Swissotel Le Concorde Hotel, 204 Ratchadapisek Road, Khet Huay Kwang, Bangkok Metropolis. The agenda are as follows:

Agenda 1. To consider and endorse the Minutes of the Annual General Meeting of Shareholders for the year 2010, held on 20 April 2010

Opinion of the Board: The Board of Directors opines that the Minutes of the Annual General Meeting for the year 2010, held on 20 April 2010 as attached in Attachment 1 have been recorded comprehensively and accurately and recommends the adoption of the minutes.

Agenda 2. To consider the report on the Company's operations for the year 2010

Opinion of the Board: The Board of Directors deems it appropriate that the Company's operations for the year 2010 as reported in the Company's annual report (Form 56-2) in Attachment 2 be presented to the shareholders for their acknowledgement.

Agenda 3. To consider and approve the audited balance sheets and profit and loss statements for the year ended 31 December 2010

Opinion of the Board: The Board of Directors deems it appropriate that the Company's balance sheets and profit and loss statements for the year ended 31 December 2010 which have been audited and certified by the Company's auditor, details as appeared in the Company's annual report (Form 56-2) in Attachment 2 be approved by the shareholders.

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โรงงาน : 7/3 ถนนปิ่นางค์สงเคราะห์ทางคู่ ตำบลสนามทราย อำเภอบึงพระ จังหวัดยะลา 21160 www.rpcpl.com

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Agenda 4. To consider the appropriation of profit for the year 2010 and the payment of dividend

Opinion of the Board: The Board of Directors passes the resolution to propose to the Annual General Meeting of Shareholders for the year 2011 that the payment of dividend for the result of operation in 2010 at the rate of THB 0.12 per share be approved. However, when deducted with the interim dividend at the rate of THB 0.08 per share, the payment of dividend would be made at the rate of THB 0.04 per share. The payment of dividend will be made in cash to the shareholders whose names are listed as the shareholders entitled to receive dividend on the record date on 14 March 2011. The names of the shareholders will be gathered in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551) by the close of the shareholders' registration book on 15 March 2011. The dividend payment date will be 21 May 2011.

Agenda 5. To consider and approve the appointment of directors in place of those whose terms will expire by rotation

The directors who retire by rotation are as follows:

1. Mr. Viravat Cholvanich
2. Mr. Suwinai Suwanhirunkul
3. Mr. Bibit Bijaisoradat

Opinion of the Board: The Board of Directors proposes that the 2 directors who retire by rotation be re-appointed as director, namely:

1. Mr. Suwinai Suwanhirunkul
2. Mr. Bibit Bijaisoradat

Another director to fill the vacant position will be selected by the Nomination and Remuneration Committee and will be proposed to the shareholders for approval.

Therefore, the Board of Directors will consist of:

1. Mr. Satja Janetumnugul (Chairman of the Board of Director / Director)
2. Mr. Suwinai Suwanhirunkul (Director / Managing Director)
3. Mr. Sumit Chanmetee (Director)
4. Mr. Supapong Krishnakan (Director)
5. Mr. Suthud Khancharoensuk (Director)
6. Mr. Tawat Ungsuprasert (Director)
7. Dr. Vichit Yamboonruang (Independent Director/Chairman of the Audit Committee)
8. Mr. Arnooparp Charmikorn (Independent Director / Audit Committee Director)
9. Mr. Bibit Bijaisoradat (Independent Director / Audit Committee Director)

The directors who are authorized to sign to bind the Company are to remain the same as follows:

1. Any two of Mr. Supapong Krishnakan, Mr. Satja Janetumnugul Mr. Sumit Chanmetee or Mr. Suwinai Suwanhirunkul signing jointly with the Company's seal affixed, or
2. Any one of Mr. Supapong Krishnakan, Mr. Satja Janetumnugul, Mr. Sumit Chanmetee or Mr. Suwinai Suwanhirunkul signing jointly with any one of Mr. Suthud Khancharoensuk or Mr. Tawat Ungsuprasert with the Company's seal affixed.

Agenda 6. To consider the directors' remunerations

Opinion of the Board: The Nomination and Remuneration Committee with the approval from the Board of Directors opines that:

Rational:

1. The Company should allocate the directors' remunerations at the average level (mean) up to the third Quartile in the energy business sector. The directors' remunerations in the category of monthly allowance at present are up to the level set by The Nomination and Remuneration Committee. Therefore, it is appropriate to propose that the directors' remunerations remain the same as in 2010.
2. The Company has a policy to render bonuses to the directors. The rate of the bonus will be variable to the result of the operations of the Company. In 2010, the Company had profit. Therefore, it is appropriate to propose that bonuses for the year 2010 be paid to the directors.
3. Regarding the meeting allowance for directors and chairman of the Audit Committee and The Nomination and Remuneration Committee, the Nomination and Remuneration Committee opines that the remuneration in this category is up to the level that the Nomination and Remuneration Committee has set previously. Therefore, it is appropriate to propose that the directors' remunerations in all categories remain the same as follows:

Remuneration of the Board of Directors

Monthly allowance

Chairman	THB 45,000 per month	(Same rate)	1 person
Director	THB 30,000 per person per month	(Same rate)	8 persons

Meeting allowance

Chairman	THB 6,250 per attended meeting	(Same rate)	1 person
Director	THB 5,000 per attended meeting per person	(Same rate)	8 persons

Remuneration of the Audit Committee

Meeting allowance

Chairman	THB 25,000 per attended meeting	(Same rate)	1 person
Director	THB 20,000 per attended meeting per person	(Same rate)	2 persons

Remuneration of Nomination and Remuneration Committee

Meeting allowance

Chairman THB 25,000 per attended meeting (Same rate) 1 person

Director THB 20,000 per attended meeting per person (Same rate) 3 persons

Agenda 7. To consider the appointment of the auditor and to fix the audit fees for the year 2011

Opinion of the Board: The Audit Committee with the approval of the Board of Directors deems it appropriate to appoint Ernst and Young Office Limited as the Company's auditor for the year 2011 with the following auditors:

1. Ms. Sumalee Reewarabandith CPA No.3970
2. Ms. Rungnapa Lertsuwankul CPA No.3516, or
3. Mr. Sophon Permsirivallop CPA No.3182

The three names of the auditors mentioned above have been proposed to be appointed as the Company's auditor for the 4th year.

The Audit Committee proposes that any one of the above-mentioned auditors be appointed to conduct the audit and express his/her opinion on the Company's financial statements. In the event that such auditor could not perform his or her duties, Ernst & Young Office Limited might assign other certified auditor to take their place. The Audit Committee proposes that the audit fees be as follows:

<u>Item</u>	<u>Amount (2010)</u>	<u>Amount (2010)</u>
Audit fee for the Company	THB 840,000	THB 840,000
Audit fee for subsidiaries	THB 1,360,000	THB 1,360,000
Total	THB 2,200,000	THB 2,200,000

The Audit Committee opines that Ernst & Young Office Limited is suitable to be the Company's auditor by considering its previous performance. In addition, Ernst & Young Office Limited has a good reputation both in domestic and international level. The fee is reasonable in light of the economic condition and the Company's business condition. The Audit Committee also compares the proposed fee by Ernst & Young Office Limited with other auditing companies.

Agenda 8. To consider and approve the amendment and addition to the objectives of the Company

Opinion of the Board: The Board of Directors deems it appropriate that the objectives of the Company be amended and added to be in line with the increase of capital and the expansion of business of the Company, details of which are attached in Attachment 4.

Agenda 9. To consider extending the time for allocating the ordinary shares from the increase of capital by the offering of TDR

Opinion of the Board: The Company has proceeded with the disposal of the repurchased ordinary shares according to the resolution passed at the Extraordinary General Meeting of Shareholders no. 1/2553 on 5 March 2010. Such disposal of the repurchased ordinary shares was completed in September 2010. This requirement is the condition precedent to the disposal of the ordinary shares from the increase of capital by the offering of TDR. However, Clause 11 (4) (Ngor) of the Notification of the Capital Market Supervisory Board no. TorJor. 28/2551 re: The Request and Permission for the Offering of the Newly Issued shares requires that in requesting for the permission for the offering of the newly issued shares to the public, the Company must received a clear resolution passed by the shareholders' meeting of the Company approving such offering of shares, and such resolution must have been received for not exceeding one year from the date of the submission of the request for permission. Therefore, such resolution will expire on 4 March 2011. The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders for the year 2011 approve the extension of the time for allocating the ordinary shares from the increase of capital of 273 million shares by the offering of TDR because of the reason as mentioned above, in order for the Company to receive funds for the development of its internal business and the expansion of business, including the enhancement of its working capital.

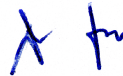
Agenda 9. Other business (if any).

Please be informed and attend the Meeting on the day and at the time and place as stated above.

If you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute the enclosed proxy. The completed and executed proxy must be deposited with the directors of the Company or other persons designated by the directors before commencement of the Meeting.

Yours sincerely,

Rayong Purifier Public Company Limited

A handwritten signature in blue ink, consisting of a stylized 'S' followed by a flourish.

(Mr. Satja Janetumnugul)
Chairman of the Board of Director