



Invitation Letter

**Annual General Meeting of Shareholders
for the year 2015**

RPCG PUBLIC COMPANY LIMITED

Monday 20th April, 2015 at 13.30 pm.

**at Sky Park, 1010 Shinawatra Tower III, 14th Floor,
Viphavadi Rangsit Road, Chatuchak Bangkok 10900**

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Documents for the 2015 Annual General Meeting of Shareholders:

- A copy of Minutes of the Annual General Meeting of Shareholders for the year 2014, held on April 21, 2014 Attachment 1
- Annual Report for the year 2014 (Form 56-2) (CD-ROM) Attachment 2
- Profile of Nominated Directors for Re-Election and Profile of Nominated Director for Election Attachment 3

Documents to Attend for the 2015 Annual General Meeting of Shareholders:

- Proxy Form A, Form B, and Form C. Attachment 4
- Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to Attend the Meeting Attachment 5
- Information of Independent Directors Proposed to be Share holders' Proxies Attachment 6
- The Articles of Association which related to the General Meeting of Shareholders Attachment 7
- Procedure for the Annual General Meeting of Shareholders for the Year 2015 Attachment 8
- Map of AGM Venue Attachment 9

For more information, please contact:

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No. RPCG/HO-BOD/LT-0020/2015

March 26, 2015

Subject: Invitation to the Annual General Meeting of Shareholders of RPCG Public Company Limited for the year 2015

To: Shareholders of RPCG Public Company Limited

The Board of Directors of RPCG Public Company Limited (the "Company") has scheduled the Annual General Meeting of Shareholders ("AGM") for the year 2015 on Monday 20th April, 2015 at 13.30 pm. at Sky Park, 1010 Shinawatra Tower III, 14th Floor, Viphavadi Rangsit Road, Chatuchak Bangkok 10900. The agenda for the AGM are as follows;

Agenda 1. To consider approving the Minutes of the Annual General Meeting of Shareholders for the year 2014;

Board of Directors' opinion: The Board of Directors opines that the Minutes of the Annual General Meeting of Shareholders 2014, held on 21 April 2014 as attached in Attachment 1 have been recorded comprehensively and accurately and recommends the adoption of the minutes.

Agenda 2. To acknowledge the report on the operation results for the year 2014;

Board of Directors' opinion: The Board of Directors deems it appropriate that the Company's operations for the year 2014 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 approving the financial statement of the Company for Fiscal Year ended 31 December, 2014;

Board of Directors' opinion: The Board of Directors deems it appropriate that the Company's financial statements for the year ended 31 December 2014 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.

Statement of Financial Position and Income Statement (Unit: Million Baht)

Description	Year 2014	Year 2013
Total Assets	3,008	2,941
Total Liabilities	1,735	1,811
Total Shareholders' equity	1,273	1,130
Revenues- Sales & Service income	3,310	3,407
Net Loss	(251)	(139)
Earnings (loss) per share	(0.20)	(0.24)

Details as appeared in the Company's Annual Report (56-2) in Attachment 2

Agenda 4. To consider allocating the Net Profit in respect of the operation results for the year 2014. The Board of Directors will propose the suspension dividend payment for the year 2014 to the meeting;

Board of Directors' opinion: As the Company's dividend policy is to pay at least 50% of the net profit and, in 2014, the Company has net loss of THB 252 million and has retained loss as at 31 December 2014 of THB 581 million; therefore, the Board of Directors opines that the dividend payment in 2014 should be suspended.

Agenda 5. To consider the appointment of directors replacing those who retire by rotation on the expiration of their terms;

Article 18 of the Articles of Association specifies that "At every annual ordinary meeting, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third shall retire from office.

Any director who retires from office may be re-elected.

The directors who retire on the expiration of their terms are as follows:

1. Mr. Satja Janetumnugul
2. Mr. Supapong Krishnakan
3. Mr. Suthud Khancharoensuk
4. Mr. Prasit Dheeraratbongkot

The Company had announced on our website providing an opportunity to minor shareholders to nominate candidate(s) with qualifications required by the Public Company Limited Act, laws governing securities and stock exchange, and the Company's corporate governance policy to be elected as Directors from October 30, 2014 to January 15, 2015. There were no director candidates nominated.

The Board of Directors will propose to the Meeting that the following Directors be re-elected:

1. Mr. Satja Janetumnugul
2. Mr. Supapong Krishnakan
3. Mr. Suthud Khancharoensuk
4. Mr. Prasit Dheeraratbongkot

Therefore, the Board of Directors will consist of:

- | | |
|--------------------------------|--|
| 1. Mr. Satja Janetumnugul | Chairman of the Board of Director |
| 2. Mr. Supapong Krishnakan | Director |
| 3. Mr. Suwinai Suwanhirunkul | Director |
| 4. Mr. Suthud Khancharoensuk | Director |
| 5. Mr. Somchai Sirojvisuth | Independent Director / Audit Committee |
| 6. Mr. Prasit Dheeraratbongkot | Independent Director / Audit Committee |

Moreover, the authorized directors will be as follows:

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

Agenda 6. To consider fixing the directors' remuneration;

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

Rationale:

1. As the Company has allocated the directors' remuneration to match that of the mean of third quartile of the companies in the energy sector and with acknowledgment of the Company's situation, the Company would like to propose the decreased remuneration as in 2014,
2. The Company has a policy to render bonuses to the directors. The rate of the bonus will vary by the result of the operations of the Company. In 2014, the Company has net loss from its operation; therefore, it is appropriate to withhold the bonus for 2014.
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 should be decreased to the rate in 2014 as well, in order to complement the current situation:

The Nomination and Remuneration Committee would like to propose the remuneration as follows;

Remuneration of the Board Directors

<u>Meeting allowance</u>	<u>2015 (Proposed Year)</u>	<u>2014</u>
Chairman	Baht 12,500/meeting	Baht 6,250/meeting
Directors	Baht 10,000/meeting	Baht 5,000/meeting

Remuneration of the Audit Committee

<u>Meeting allowance</u>		
Chairman	Baht 12,500/meeting	Baht 25,000/meeting
Directors	Baht 10,000/meeting	Baht 20,000/meeting

Remuneration of Nomination and Remuneration Committee

<u>Meeting allowance</u>		
Chairman	Baht 12,500/meeting	Baht 25,000/meeting
Directors	Baht 10,000/meeting	Baht 20,000/meeting

Agenda 7. To appoint the Auditor and fix the remuneration for the year 2015;

Board of Directors' opinion: The Audit Committee with the approval of the Board of Directors deems it appropriate to appoint EY Office Limited as the Company's auditor for the year 2015 with the following auditors:

1. Mrs.Poonnard Paocharoen CPA No.5238, or
2. Ms. Vissuta Jariyathanakorn CPA No.3853, or
3. Mr. Termphong Opanaphan CPA No.4501

The first name mentioned is proposed as the Company's auditor for the 1st year and the other two name are proposed for the 3rd year and 2nd accordingly.

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, EY 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>2015 (Proposed Year)</u>	<u>2014</u>
Audit fee for the Company	THB 700,000	THB 600,000
Audit fee for subsidiaries	THB 730,000	THB 650,000
Total	THB 1,430,000	THB 1,250,000

The audit fee above does not include the non-audit fee of THB 9,214.

The Audit Committee opines that EY Office Limited is suitable to be the Company's auditor by considering its previous performance. In addition, EY 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.

Agenda 8. To consider approved to discontinued oil refinery in Rayong Province permanently;

Board of Directors' opinion: The Company's refinery in Rayong province is a major the continue refinery business and due to total plant shutdown for the unknown period of time since PTT stopped delivering raw material to the Company since year 2012. Moreover, the Company has business restructuring plan to complement the current status of the Company as a holding company through joint ventures and collaborative management in other high potential business. This strategy is believed to provide the Company with promising return in the long-term as the Company.

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,

RPCG Public Company Limited



(Mr. Satja Janetumnugul)

Chairman of the Board