

# Documents for the Agenda of the Extraordinary General Meeting No. 1/2013

No. RPC/HO-BOD/LT-0141/2556

20 November 2013

**Subject** Invitation to the Extraordinary General Meeting of Shareholder of Rayong Purifier Public Company Limited No. 1/2013

**Attention** Shareholders of Rayong Purifier Public Company Limited

## Enclosures

1. Minutes of the Annual General Meeting 2013
2. Information Memorandum on the Acquisition and Disposition of Assets
3. Capital Increase Reporting Form (F53-4)
4. Documents or Evidence Showing an Identity of the Shareholder
5. Three (3) Forms of Proxy (Please choose only form)
6. Profile of Proxy Independent Director
7. Procedure for the Extraordinary General Meeting
8. Map of the Meeting Venue

As the board of directors of Rayong Purifier Public Company Limited (the "Company") No.7/2013 held on 12 November 2013 resolved to convene the Extraordinary General Meeting No.1/2013 on 19 December 2013 at 13.30, at Sky Park, 1010 Shinawatra Tower III, 14th Fl. Viphavadi Rangsit Road., Chatuchak, Bangkok. The agendas are as follows:

**Agenda 1 :** To consider and endorse the Minutes of the Annual General Meeting of Shareholder for the year 2013

### Opinion of the Board

The board of directors opines that the Minutes of the Annual General Meeting for the year 2013, held on 29 March 2013 as attached in Enclosure 1 have been recorded comprehensively and accurately and recommends the adoption of the minutes.

**Agenda 2 :** To consider and approve the acquisition of Thai Public Port Co., Ltd. ("TPP") shares from the existing shareholders

### Opinion of the Board

As the Company's business expansion policy that invests in the potential business to earn good return on investment, The board of directors passes the resolution to approve the acquisition of TPP shares from the existing shareholders in proportion of 30% of registered and paid-up capital at transfer date or equal to 31,500,000 shares from total shares at 105,000,000 shares after TPP capital increase in the amount of 900,112,500 Baht. This transaction is considered as an acquisition transaction according to the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of a Listed Company on Acquisition or Disposition of Assets B.E. 2547

and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. The transaction size equals 37.86% of book value of net tangible assets acquired which is above 15%, but below 50% and classified as a Class 2 of the above notification. Therefore, the Company shall prepare a report disclosing to the SET and serve a written notice of its decision to enter into a Class 2 transaction on its shareholders within 21 days from the date of disclosure of information to the SET. Due to the transparency of the transaction, the board of directors has resolved to propose to the shareholders' meeting for approval. The Information Memorandum on the Acquisition and Disposition of Assets is the Enclosure 2.

**Agenda 3 :** To consider and approve the increase of the registered capital to Baht 501,793,896 by issuing ordinary shares in amount of 501,793,896 shares at par value of Baht 1 each with the offering price of Baht 1 each and offer to existing shareholders in proportion to their shareholding (Right Offering)

### Opinion of the Board

As a result of Source of fund for investment on TPP shares from the existing shareholders, The board of directors passes the resolution to approve the increase of the registered capital to Bath 501,793,896 by issuing ordinary shares in amount of 501,793,896 shares at par value of Baht 1 each and offer to existing shareholders in proportion to their shareholding (Right Offering) with the offering price of Baht 1 each, the detail as follows and attached in Enclosure 3:

- 1) Newly issued ordinary share of total 501,793,896 shares at par value of Baht 1 each and offer to the Company's existing shareholders in proportion to their current shareholding percentage at the ratio of 1.6 existing shares to 1 new share (decimal fraction of share derived from calculation shall be disregarded) at the offering price of Baht 1 each.
- 2) If there remains unsubscribed shares from allocation to the existing shareholders in proportion to their shareholding, the Board of Director are empowered to allocate to shareholders who oversubscribed and paid the full amount at the same time they subscribed their right in No. 1) at the same offering price of Baht 1 each. The conditions of allotment are as follows;
  - a) In case the shareholders subscribe more than their rights and more than the remaining newly issued shares, the remaining newly issued shares shall be allotted to the

over subscribe shareholders based on the shareholding proportion of each over subscribe shareholder. The allocation of the remaining newly issued shares shall be allotted until no any remaining newly issued shares according to the board of directors deem appropriate.

However, the Company will refund the subscription fees to the shares that have not been allocated to existing shareholders of the above without any interest within 14 days from the closing date of the subscription.

- b) In the case the shareholders subscribe more than their rights but less than the remaining newly issued shares, new issued shares shall be allotted to all over subscribe shareholders.
- 3) In case that there still be the remaining newly issued shares after the allotment no. 2) above, the board of directors or the attorneys of the board of directors are empowered to allot the remaining newly issued shares to the existing shareholders whose name appear on closing the register book date or terminate the remaining newly issued shares and register with capital registration Department of Business Development, Ministry of Commerce.

Moreover, for the ease of allocation, issuance, and offering of the newly issued shares, the board of directors passes the resolution to propose to the shareholders' meeting for approval to empowered the board of directors or the attorneys of the board of directors to determine any conditions or details related to the capital increase of the Company and the allocation of the newly issued shares to existing shareholders in proportion to their shareholding (Right Offering). For example, the subscription and payment period, allotment method for over subscribe shareholders, the list of shareholders entitled to subscribe to and be allotted with newly issued shares date, the closing the register book date and take any action necessary and appropriate with regard to allotment the new ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) including submission application for listing of newly issued shares to The Stock Exchange of Thailand, submission document to comply with the Security Act for listed company, The Stock Exchange of Thailand, Ministry of Commerce and other related parties

**Agenda 4 :** To consider and approve to amend the Memorandum of Association No. 4 to be consistent with the capital increase

#### Opinion of the Board

For consistency with Agenda 3 - the capital increase of the company, the board of directors passes the resolution to approve to amend Memorandum of Association No.4, the details as follows:

#### From

##### No. 4

Registered capital 802,870,229 Baht (Eight hundred two million eight hundred seventy thousand

two hundred twenty nine Baht)  
Total Shares 802,870,229 Shares (Eight hundred two million eight hundred seventy thousand two hundred twenty nine shares)  
Par value 1.00 Baht (One Baht)  
Divided into  
Common Stock 802,870,229 shares (Eight hundred two million eight hundred seventy thousand two hundred twenty nine shares)  
Preferred stock - shares

#### To

##### No. 4

Registered capital 1,304,664,125 Baht (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five Baht)  
Total shares 1,304,664,125 shares (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five shares)  
Par value 1.00 Baht (One Baht)  
Divided into  
Common Stock 1,304,664,125 shares (One thousand three hundred four million six hundred sixty four thousand one hundred twenty five shares)  
Preferred stock - shares

**Agenda 5 :** To consider and approve to the change of the Company's name and the Company's seal.

#### Opinion of the Board

For consistency with the new business direction the Company is pursuing, the board of directors passes the resolution to propose the shareholder to change the Company's name and the Company's seal, the details are as follows;

#### From

Company's name: Rayong Purifier Public Company Limited  
Company's seal:



#### To

Company's name: RPCG Public Company Limited  
Company's seal:





**Agenda 6 :** To consider and approve the amendment of Company's Memorandum of Association Clause 1 "Company's name".

**Opinion of the Board**

From the proposal of Agenda 5, if the Company changes its name, the Company will need to amend its Memorandum of Association Clause 1, the details are as follows;

**From**

Name of the Company (in Thai): บริษัท ระยองเพียวริฟายเออร์ จำกัด (มหาชน)

Name of the Company in English: Rayong Purifier Public Company Limited

**To**

Name of the Company (in Thai): บริษัท อาร์พีซี จำกัด (มหาชน)

Name of the Company in English: RPCG Public Company Limited

**Agenda 7 :** To consider and approve the amendment of Company's Article of Associations, Article 1, 2, and 47

**Opinion of the Board**

From the proposal of Agenda 5, if the Company changes its name, the Company will need to amend its Article of Associations, Article 1, 2, and 47, the details are as follows;

**From**

Article 1. These Articles are called the Articles of Association of Rayong Purifier Public Company

Article 2. The word "Company" in these Articles means Rayong Purifier Public Company Limited.

Article 47. The seal of the Company as affixed below shall be used.



บริษัท ระยองเพียวริฟายเออร์ จำกัด (มหาชน)  
RAYONG PURIFIER PUBLIC COMPANY LIMITED

**To**

Article 1. These Articles are called the Articles of Association of Rayong Purifier Public Company

Article 2. The word "Company" in these Articles means Rayong Public Company Limited.

Article 47. The seal of the Company as affixed below shall be used.



บริษัท อาร์พีซี จำกัด (มหาชน)  
RPCG PUBLIC COMPANY LIMITED

**Agenda 8 :** Other (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

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