



# Invitation Letter

## Annual General Meeting of Shareholders for the year 2016

RPCG PUBLIC COMPANY LIMITED

Friday 8<sup>th</sup> April, 2016 at 13.30 pm.

Meeting Venue : at Sky Park, 1010 Shinawatra Tower III,  
14<sup>th</sup> Floor Viphavadi Rangsit Road, Chatuchak, Bangkok 10900

## Contents

### Documents for the 2016 Annual General Meeting of Shareholders:

- A copy of Minutes of the Annual General Meeting of Shareholders for the year 2015, held on April 20, 2015 Attachment 1
- Annual Report for the year 2015 (Form 56-2) (CD-ROM) Attachment 2
- Information of the proposed directors in replacement of those retiring by rotation and Definition of Independent Director Attachment 3

### Documents to Attend for the 2016 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 2016 Attachment 8
- Map of AGM Venue Attachment 9

### For more information, please contact:

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No. RPCG/HO-BOD/LT-0018/2016

March 1, 2016

Subject: Invitation to the Annual General Meeting of Shareholders of RPCG Public Company Limited for the year 2016

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 2016 on Friday 8<sup>th</sup> April, 2016 at 13.30 pm. at Sky Park, 1010 Shinawatra Tower III, 14<sup>th</sup> 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 2015;  
Board of Directors' opinion: The Board of Directors opines that the Minutes of the Annual General Meeting of Shareholders 2015, held on 20 April 2015 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 2015;  
Board of Directors' opinion: The Board of Directors deems it appropriate that the Company's operations for the year 2015 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 2015;  
Board of Directors' opinion: The Board of Directors deems it appropriate that the Company's financial statements for the year ended 31 December 2015 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 2015	Year 2014
Total Assets	3,332	3,008
Total Liabilities	1,955	1,735
Total Shareholders' equity	1,377	1,273
Revenues- Sales & Service income	2,420	3,310
Net Profit (Loss)	100	(251)
Earnings per share	0.08	(0.20)

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 2015. The Board of Directors will propose the suspension dividend payment for the year 2015 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 2015, the Company has net profit of THB 100 million and has retained loss as at 31 December 2015 of THB 475 million; therefore, the Board of Directors opines that the dividend payment in 2015 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. Suwinai Suwanhirunkul
2. Mr. Somchai Sirojvisuth
3. Mr. Sobhon Homcheon

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 16, 2015 to December 30, 2015. There were no director candidates nominated.

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

1. Mr. Suwinai Suwanhirunkul
2. Mr. Somchai Sirojvisuth
3. Mr. Sobhon Homcheon

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. Prasit Dheeraratbongkot | Independent Director / Chairman of the Audit Committee |
| 6. Mr. Somchai Sirojvisuth     | Independent Director / Member of the Audit Committee   |
| 7. Mr. Sobhon Homcheon         | Independent Director / Member of the Audit Committee   |

Moreover, the authorized directors will be as follows:

1. Any two of Mr.Satja Janetumnugul, Mr.Supapong Krishnakan or Mr.Suwina Suwanhirunkul signing jointly with the Company's seal affixed, or
2. Any one of Mr.Satja Janetumnugul or Mr.Supapong Krishnakan or Mr.Suwina 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 used to allocate Directors' remuneration according to the situation of the company and in order to comply with the company's current situation, Remuneration Committee Member of the Year in 2016 is proposed.
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 2015, the Company has net loss from its operation; therefore, it is appropriate to withhold the bonus for 2015.
3. Regarding the Remuneration of Directors, Chairman of The Audit Committee, and the Nomination and Remuneration Committee, it was agreed to propose the remuneration rate in the year 2016, taking into account the obligations and responsibilities increase as the situation of the company at the time. It can be summarized as follows:

The Nomination and Remuneration Committee would like to propose the remuneration for the year 2016 as follows;

**Remuneration of the Board Directors**

<u>Meeting allowance</u>	<u>2016 (Proposed Year)</u>	<u>2015</u>
Chairman	Baht 12,500/meeting	Baht 12,500/meeting
Director	Baht 10,000/meeting	Baht 10,000/meeting

**Remuneration of the Audit Committee**

<u>Meeting allowance</u>		
Chairman	Baht 20,000/meeting	Baht 12,500/meeting
Director	Baht 15,000/meeting	Baht 10,000/meeting

**Remuneration of Nomination and Remuneration Committee**

<u>Meeting allowance</u>		
Chairman	Baht 12,500/meeting	Baht 12,500/meeting
Director	Baht 10,000/meeting	Baht 10,000/meeting

Agenda 7. To appoint the Auditor and fix the remuneration for the year 2016;

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 2016 with the following auditors:

1. Mrs.Poonnard Paocharoen C.P.A. Registration No.5238, or
2. Ms. Vissuta Jariyathanakorn C.P.A. Registration No.3853, or
3. Mr. Termphong Opanaphan C.P.A. Registration No.4501

The first name mentioned is proposed as the Company's auditor for the 2<sup>nd</sup> year and the other two name are proposed for the 4<sup>th</sup> year and 3<sup>rd</sup> 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>2016 (Proposed Year)</u>	<u>2015</u>
Audit fee for the Company	THB 750,000	THB 700,000
Audit fee for subsidiaries	THB 785,000	THB 730,000
Total	THB 1,535,000	THB 1,430,000

The audit fee above does not include the non-audit fee of THB 7,806

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 and approved the amendment of Clause 2 of the Objectives of the Company and the amendment of Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Objective of the Company.

Board of Directors' opinion: The Board of Directors deems appropriate to propose to the shareholders' meeting to approve the amendment of Clause 2 of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Objective of the Company, in order for covering the transactions of the Company which shall be occurred in the real estate business, as detailed as follows:

Clause 2. Of the Existing Objective of the Company

“Clause 2. To buy, transfer, mortgage, pledge, exchange and sell any assets”

Amending to

“Clause 2. To buy, sell, transfer, receive, accept mortgage, pledge, accept pledge, transfer and sell of any assets. Such accepting of mortgage does not accept the deposition of money from public or receive money from public and does not utilize such money.”

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