

No. RPCG/HO-BOD/LT-0011/2017

March 1, 2017

Subject: Invitation to the Annual General Meeting of Shareholders of RPCG Public Company Limited for the year 2017

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 2017 on Monday 10th April, 2017 at 13.30 pm. at the Sky Park Room, 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 2016;

Facts and rationnales: The Minutes of the 2016 AGM held on April 8, 2016 as attached in Attachment 1. The Minutes were also posted on the Company's website.

Board of Directors' opinion: The Board recommends the shareholders to consider and acknowledge the Minutes of the 2016 AGM.

Voting required to pass the resolution: Majority votes of the shareholders who attend the Meeting and have the right to vote.

Agenda 2 To acknowledge the report on the operation results for the year 2016;

Facts and rationnales: A report on operation results of the year 2016 with details as appeared in the Company's Annual Report 2016 has been delivered to shareholders together with this invitation.

Board of Directors' opinion: The report on operation results of the year 2016 should be proposed to the meeting of shareholders for acknowledgement.

Voting required to pass the resolution : This agenda is for acknowledgement only.

Agenda 3 To consider approving the Statement of Financial Position and Statement of Comprehensive Income for Fiscal Year ended 31 December 2016;

Facts and rationnales: The Statements of Financial Position and Statement of Comprehensive Income for Fiscal Year ended 31 December 2016 were audited and certified by certified public accountant, and approved by the Audit Committee and Board of Directors. Details of the financial statements appeared in the Company's Annual Report 2016. Summery are shown below:

(Unit: Million Baht)

| Description | Year 2016 | Year 2015 |
|----------------------------------|-----------|-----------|
| Total Assets | 3,171 | 3,332 |
| Total Liabilities | 1,864 | 1,955 |
| Total Shareholders' equity | 1,307 | 1,377 |
| Revenues- Sales & Service income | 2,255 | 2,420 |
| Net Profit (Loss) | (69) | 100 |
| Earnings per share | (0.05) | 0.08 |

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

Board of Directors' opinion: The financial statements present fairly in all material respects in accordance with the required Financial Reporting Standards, as well as timely disclose sufficient information. The shareholders are recommended to approve the Statements of Financial Position and Statement of Comprehensive Income for Fiscal Year ended 31 December 2016 as audited and certified by the auditors.

Voting required to pass the resolution: Majority votes of the shareholders who attend the Meeting and have the right to vote.

Agenda 4 To consider allocating the Net Profit in respect of the operation results for the year 2016. The Board of Directors will propose the suspension dividend payment for the year 2016 to the meeting;

Facts and rationnales: As the Company's dividend policy is to pay at least 50% of the net profit and, in 2016, the Company has net loss of THB 69 million and has retained loss as at 31 December 2016 of THB 545 million.

Board of Directors' opinion: the Board of Directors opines that the dividend payment in 2016 should be suspended.

Voting required to pass the resolution: Majority votes of the shareholders who attend the Meeting and have the right to vote.

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

Facts and rationnales: 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. Prasit Dheeraratbongkot
2. Mr. Supapong Krishnakan
3. Mr. Suthud Khancharoensuk

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 13, 2016 to December 30, 2016. There were no director candidates nominated.

Board of Directors' opinion: The Board (exclusive of those with vested interests on this matter) considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend. Therefore, it was deemed appropriate to propose to the Shareholders Meeting for consideration and approval, the nomination for reappointment of all the above 3 directors as directors of the Company for another term as follows:

1. Mr. Prasit Dheeraratbongkot
2. Mr. Supapong Krishnakan
3. Mr. Suthud Khancharoensuk

Voting required to pass the resolution: Majority votes of the shareholders who attend the Meeting and have the right to vote director individually.

Agenda 6 To consider fixing the directors' remuneration;

Facts and rationnales: The Nomination and Remuneration Committee with the approval from the Board of Directors, which considered from the role, duty responsibility and company performance, inclusive of comparisons remuneration of other companies within the same or similar business sectors as the Company. Moreover, 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

Board of Directors' opinion: The Board considered and agreed with the proposal to the Meeting to withhold the Board of Directors' bonus for the year 2016 and the remuneration for the year 2017 in the amount of not exceeding Baht 3,000,000 (Three Million Baht only) which consist of the meeting allowance and bonus.

Directors meeting fee for the Board of Directors, the Audit Committee, the Nominating and Remuneration Committee for the year 2017 as follows:

- For the Chairman of committees will receive Baht 25,000 per meeting attended.
- For each member of committees will receive Baht 20,000 per meeting attended

Voting required to pass the resolution: Not less than two-thirds of the shareholders who attend the Meeting and have the right to vote.

Agenda 7. To appoint the Auditor and fix the remuneration for the year 2017;

Facts and rationnales: 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 2017 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 3rd year and the other two name are proposed for the 5th year and 4th 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:

| Item | 2017 (Proposed Year) | 2016 |
|----------------------------|----------------------|---------------|
| Audit fee for the Company | THB 800,000 | THB 750,000 |
| Audit fee for subsidiaries | THB 835,000 | THB 785,000 |
| Total | THB 1,635,000 | THB 1,535,000 |

The audit fee above does not include the non-audit fee of THB 26,822

Board of Directors' opinion: The Audit Committee opines that EY Office Limited is suitable to be the Company's auditor by considering its previous performance, knowledge, expertise. 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.

Voting required to pass the resolution: Majority votes of the shareholders who attend the Meeting and have the right to vote director individually.

Agenda 8. To consider and approved the amendment of Clause 2 of the objectives of the Company;

Facts and rationnales: So as to make the Company's objective and 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, 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."

Amending to

“Clause 2. To buy, sell, transfer, receive, accept mortgage, pledge, accept pledge, transfer, none property, property 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.”

Board of Directors’ opinion: The Board recommends the shareholders to consider and approve the amendment of Clause 2 of the objectives of the Company,

Voting required to pass the resolution: Not less than three-fourths of the shareholders who attend the Meeting and have the right to vote.

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