

Invitation Letter

The Annual General Meeting of Shareholders 2018

Wednesday April 25, 2018

at 13:30 hrs.

at the Sky Park room, 14th Floor,
No.1010 Shinawatra Tower III,
Viphavadi Rangsit Road, Chatuchak
Bangkok 10900, Thailand



บริษัท อาร์พีซี จำกัด (มหาชน)
RPCG PUBLIC COMPANY LIMITED

The Registration will begin at 12.30 hrs.

Please bring your registration form and barcode already printed on the proxy to show at the meeting

(No-Gift Policy in accordance with the Good Corporate Governance)

Contents

Documents for the 2018 Annual General Meeting of Shareholders:

- A copy of Minutes of the Annual General Meeting of Shareholders for the year 2017, held on April 10, 2017 Attachment 1
- Annual Report for the year 2017 (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 2018 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 2018 Attachment 8
- Map of AGM Venue Attachment 9

For more information, please contact:

Investor Relation / Office of Managing Director

RPCG Public Company Limited

Telephone No. 02 – 372 3600

Fax No. 02 – 372 3327

E-mail ir@rpcthai.com

No. RPCG/HO-BOD/LT-0010/2018

March 1, 2018

Subject: Invitation to the Annual General Meeting of Shareholders of RPCG Public Company Limited for the year 2018

To: Shareholders of RPCG Public Company Limited

The Board of Directors of RPCG Public Company Limited (the "Company") passed a resolution to convene the Annual General Meeting of Shareholders ("AGM") for the year 2018 on Wednesday 25th April, 2018 at 13.30 hrs. at the Sky Park Room, 14th Floor, Shinawatra Tower III, No.1010, Viphavadi Rangsit Road, Chatuchak, Bangkok 10900 to consider the agenda items as follows;

Agenda 1: To consider and endorse the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on April 10, 2017;

Facts and Reasons: The Annual General Meeting of Shareholders for year 2017 was held on April 10, 2017. The company accurately recorded the minutes (Attachment 1) was submitted to the Stock Exchange of Thailand according to the requirement of the laws and was published on the Company's website from April 24, 2017 onward. (www.rpcthai.com).

Board of Directors' opinion: The Board recommends the shareholders to consider and acknowledge the Minutes of the 2017 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 of the Company's operational results for the year 2017;

Facts and Reasons: A report on operation results of the year 2017 with details as appeared in the 2017 Annual Report has been delivered to shareholders together with this invitation in Attachment 2.

Board of Directors' opinion: The report on operation results of the year 2017 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, statement of comprehensive income for the year ended on December 31, 2017;

Facts and Reasons: The statement of financial position and statement of comprehensive income for the year ended on December 31, 2017 were audited and certified by certified public accountant, and approved by the Audit Committee and Board of Directors. Details of which are appeared in the 2017 Annual Report together with the financial statements for the year 2017 in Attachment 2. Summary are shown below:

(Unit: Million Baht)

Description	Year 2017	Year 2016
Total Assets	3,129	3,171
Total Liabilities	1,818	1,864
Total Shareholders' equity	1,311	1,307
Revenues- Sales & Service income	2,438	2,255
Net Profit (Loss)	(37)	(69)
Earnings per share	(0.03)	(0.05)

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 statement of financial position and statement of comprehensive income for the year ended on December 31, 2017 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 the appropriation of net income from operating results for the year 2017 and the dividend payment;

Facts and Reasons: the Company's dividend payment policy of not less than 50% of the result, In 2017, the Company reported a net loss of THB 37 million and the Company have accumulated deficit as on December 31, 2017 amounted to THB 581 million. According to Section 115 of the Public Limited Companies Act BE 2535 and Article 42 of the Company's Articles of the Association, Companies with an accumulated deficit, cannot pay dividends.

Board of Directors' opinion: the Board of Directors resolved the dividend omission for the year 2017.

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 Directors election to replace the Directors who are retired by rotation;

Facts and Reasons: 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 and 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. Suwinai Suwanhirunkul
3. Ms. Panicha Pongsivapai

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 2, 2017 to December 31, 2017. 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. Satja Janetumnugul
2. Mr. Suwinai Suwanhirunkul
3. Ms. Panicha Pongsivapai

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 approving the Directors' remuneration for the year 2018;

Facts and Reasons: 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 2017 and the remuneration for the year 2018, the same rate as year 2017, which consist of the meeting allowance and bonus.

Directors meeting fee for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee for the year 2018 as follows:

Remuneration of the Board Directors

<u>Meeting allowance</u>	<u>2018 (Proposed Year)</u>	<u>2017</u>
Chairman	Baht 25,000 / meeting	Baht 25,000 / meeting
Director	Baht 20,000 / meeting	Baht 20,000 / meeting

Remuneration of the Audit Committee

<u>Meeting allowance</u>		
Chairman	Baht 25,000 / meeting	Baht 25,000 / meeting
Director	Baht 20,000 / meeting	Baht 20,000 / meeting

Remuneration of Nomination and Remuneration Committee

Meeting allowance

Chairman	Baht 25,000 / meeting	Baht 25,000 / meeting
Director	Baht 20,000 / meeting	Baht 20,000 / meeting

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 consider the appointment of the Auditor and set audit fees for the year 2018;

Facts and Reasons: 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 2018 with the following auditors:

	<u>C.P.A. Registration No.</u>	<u>Number of years certified on the Company's Financial Statements</u>	
1. Mrs.Poonnard Paocharoen	5238	3 years (2015-2017)	<i>or</i>
2. Ms.Vissuta Jariyathanakorn	3853	2 years (2013-2014)	<i>or</i>
3. Mr.Termphong Opanaphan	4501	-	

The auditors of the Company are the same persons with the auditors of the subsidiaries of the Company for the year 2018 and there are no relationships or conflicts of interest among the Company and its subsidiaries, the executive, or other related persons of these parties and 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	2018 (Proposed Year)	2017
Audit fee for the Company	THB 800,000	THB 800,000
Audit fee for subsidiaries	THB 1,015,000	THB 835,000
Total	THB 1,815,000	THB 1,635,000

The above audit fee for the year 2017 excludes non-audit fee of 26,874 Baht.

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.

Agenda 8 Consider other matters (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