



Invitation Letter

The Annual General Meeting of Shareholders 2019

Friday, April 5, 2019 at 13.30 hrs.
at AUDITORIUM Room , 9th Floor,
No.1010 Shinawatra Tower III,
Viphavadi Rangsit Road,
Chatuchak , Bangkok , Thailand

*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 2019 Annual General Meeting of Shareholders:

- A copy of Minutes of the Annual General Meeting of Shareholders for the year 2018, held on April 25, 2018 Attachment 1
- Annual Report for the year 2018 together with the financial statements for the year ending 31 December 2018, in 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 2019 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 2019 Attachment 8
- Map of AGM Venue Attachment 9

For more information, please contact:

Investor Relation / Office of Managing Director

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No. RPCG/HO-BOD/LT-0005/2019

February 25, 2019

Subject: **Invitation to the 2019 Annual General Meeting of Shareholders**

To: **Shareholders of RPCG Public Company Limited**

The Board of Directors Meeting No.1/2019 of RPCG Public Company Limited (the "Company") held on 20th February 2019, passed a resolution to convene the 2019 Annual General Meeting of Shareholders ("AGM") to be held on Friday 5th April, 2019 at 13.30 hrs. at AUDITORIUM Room, 9th Floor, Shinawatra Tower III, No.1010, Viphavadi Rangsit Road, Chatuchak, Bangkok 10900 to consider the following agenda of the meeting:

Agenda 1: To consider and endorse the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 25, 2018;

Facts and Reasons: The minutes of the Annual General Meeting of Shareholders for year 2018 was held on April 25, 2018 and submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting within the period required by law. In addition, the Minutes were posted on the Company's website (www.rpcthai.com) since May 8, 2018 onward.

Board of Directors' opinion: It is considered deemed it appropriate to propose the minutes of the Annual General Meeting of Shareholders for the year 2018 have been stated correctly and completely and should be proposed to the meeting to acknowledge these Minutes. The details appear in (Attachment 1).

Voting: The resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting vote.

Agenda 2: To acknowledge the report on the Company's operational results for the year 2018;

Facts and Reasons: The report of the Company's operational results for the year 2018 with details as appeared in the Company's Annual Report for the year 2018 (Attachment 2), which has been sent to shareholders together with this notice of this meeting.

Board of Directors' opinion: It was resolved to propose to the Meeting to acknowledge the report of the Company's operational results for the year 2018 should be proposed to the meeting of shareholders for acknowledgement.

Voting: This agenda is for acknowledgement and does not require voting.

Agenda 3: To consider approving the statement of financial position, statement of comprehensive income for the year ended on December 31, 2018;

Facts and Reasons: The statement of financial position and statement of comprehensive income of the Company and its subsidiaries for the year ended on December 31, 2018 which were audited by the Certified Public Accountant and considered by the Audit Committee and the Board of Directors.

Details of which are appeared in the 2018 Annual Report together with the financial statements for the year 2018 in (Attachment 2). Summary are shown below:

(Unit: Million Baht)

Description	Year 2018	Year 2017
Total Assets	3,535	3,129
Total Liabilities	2,188	1,818
Total Shareholders' equity	1,347	1,311
Revenues- Sales & Service income	3,224	2,438
Net Profit (Loss)	(9)	(37)
Earnings per share	(0.01)	(0.03)

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 of the Company and its subsidiaries for the year ended on December 31, 2018 as audited and certified by the auditors.

Voting: The resolution for this agenda requires the majority votes of shareholders attending the meeting and casting vote.

Agenda 4: To consider the appropriation of net income from operating results for the year 2018 and the dividend payment;

Facts and Reasons: the Company's dividend payment policy of not less than 50% of the result, In 2018, the Company reported a net loss of THB 9 million and as on 31 December 2018, the Company have accumulated deficit amounted to THB 590 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 2018.

Voting: The resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting 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. Supapong Krishnakan
2. Mr. Suthud Khancharoensuk
3. Mr. Chamni Janchai

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 1, 2018 to December 31, 2018. 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. Supapong Krishnakan
2. Mr. Suthud Khancharoensuk
3. Mr. Chamni Janchai

Voting: The resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting vote director individually.

Agenda 6: To consider approving the Directors' remuneration for the year 2019;

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 2018 and the remuneration for the year 2019, the same rate as year 2018, 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 2019 as follows:

(Unit: Baht/ Meeting)

Position	Board of Directors		Audit Committee		Nomination and Remuneration Committee	
	2018	(Proposed Year) 2019	2018	(Proposed Year) 2019	2018	(Proposed Year) 2019
Chairman	25,000	25,000	25,000	25,000	25,000	25,000
Director	20,000	20,000	20,000	20,000	20,000	20,000

Voting: The resolution for this agenda requires not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and entitled to vote.

Agenda 7: To consider the appointment of the Auditor and set audit fees for the year 2019;

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 2019 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	4 years (2015-2018)	<i>or</i>
2. Ms.Vissuta Jariyathanakorn	3853	2 years (2013-2014)	<i>or</i>
3. Mr.Termphong Opanaphan	4501	(Never signs the Financial Statements of the Company)	

The auditors of the Company are the same persons with the auditors of the subsidiaries of the Company for the year 2019 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	2019 (Proposed Year)	2018
Audit fee for the Company	THB 825,000	THB 800,000
Audit fee for subsidiaries	THB 1,165,000	THB 1,015,000
Total	THB 1,990,000	THB 1,815,000

The above audit fee for the year 2018 excludes non-audit fee of 70,752 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: The resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting vote.

Agenda 8: To consider and approve the amendment to Article 25, 26 and 32 of the Company's Articles of Association;

Facts and Reasons: In accordance with Section 100 of the Public Limited Companies Act B.E.2535 as amended by the Order of the Head of the National Council for Peace and Order No.21/2560 Re: Amendments of Laws to Facilitate The Ease of Doing Business and to add the clause about electronic conferencing in accordance with the Announcement of the National Council for Peace and Order No.74/2557 (A.D.2014) Re: Electronic Conferencing, the Meeting should consider the amendment of Article 25, 26 and 32 of the Company's Articles of Association as follows:

The Present Company's Articles of Association	The Proposed Amendment to the Company's Articles of Association
<p>Article 25 : Not less than half (1/2) of the total directors must be present at a meeting of the Board of Directors to constitute a quorum and the chairman of the Board shall serve as chairman of the meeting. In the event the chairman is not present at the meeting or is not able to perform his duty, the vice-chairman, if any, shall preside at the meeting. If there is no vice-chairman or in case a vice-chairman is unable to perform his duty, the directors present shall choose one of their members to be chairman of the meeting. The decision of the meeting shall be made by a majority vote. A director has one vote, except that a director having interests in a given matter has no right to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a casting vote.</p>	<p>Article 25 : Not less than half (1/2) of the total directors must be present at a meeting of the Board of Directors to constitute a quorum and the chairman of the Board shall serve as chairman of the meeting. In the event the chairman is not present at the meeting or is not able to perform his duty, the vice-chairman, if any, shall preside at the meeting. If there is no vice-chairman or in case a vice-chairman is unable to perform his duty, the directors present shall choose one of their members to be chairman of the meeting. The decision of the meeting shall be made by a majority vote. A director has one vote, except that a director having interests in a given matter has no right to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a casting vote. <u>The Chairman of the board or the chairman of the meeting may determine that the meeting be organized and held through an electronic media in accordance with the terms and conditions as specified by laws.</u></p>
<p>Article 26 : In summoning a meeting of the Board of Directors, the chairman or a person entrusted by him shall send a letter of the summoning of the meeting to the directors not less than seven (7) days before the date of the meeting; except in the event of necessity or urgency for the purpose of preserving the rights and benefits of the Company, notice of the summoning of the meeting may otherwise be given and the date fixed for the meeting may be earlier than that</p>	<p>Article 26 : In summoning a meeting of the Board of Directors, the chairman or a person entrusted by him shall send a letter of the summoning of the meeting to the directors not less than seven (7) days before the date of the meeting; except in the event of necessity or urgency for the purpose of preserving the rights and benefits of the Company, notice of the summoning of the meeting may otherwise be given and the date fixed for the meeting may be earlier than that The Company may send a summoning notice for a meeting of the Board of Directors including its related documents by an electronic mail. In this regard, the person who is in charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence which may be stored in electronic data format.</p>

The Present Company's Articles of Association	The Proposed Amendment to the Company's Articles of Association
<p>Article 32 :</p> <p>The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the accounting year of the Company.</p> <p>All other meetings of shareholders apart from the first paragraph shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.</p> <p>The shareholders holding not less than one-fifth (1/5) in the aggregate of the total number of shares sold or not less than twenty-five (25) shareholders holding not less than one-tenth (1/10) in the aggregate of the total number of shares sold may at any time request in writing the Board to summon the extraordinary meeting of shareholders, provided the written request shall specify clearly the reasons for such request. The Board of Directors shall hold a meeting of shareholders within one (1) month from the date of receipt of such written request from the shareholders.</p>	<p>Article 32 :</p> <p>The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the accounting year of the Company.</p> <p>All other meetings of shareholders apart from the first paragraph shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.</p> <p><u>One or more shareholders holding the aggregate number of shares of not less than ten percent (10) of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call the Extraordinary General Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.</u></p> <p><u>In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonable provide facilitation.</u></p> <p><u>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constitute as specified in this Article, the shareholders under paragraph four shall jointly compensate the Company the expenses incurred from the meeting.</u></p>

In this regard, the person(s) authorized by the Board of Directors to register the amendment of the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be empowered to amend or add wordings in accordance with the Registrar's Instruction.

Board of Directors' opinion: The Board of Directors considered that it was deemed approved to propose that the 2019 AGM consider and approve the amendment to the Article of associate of the Company, as the details mentioned above.

Voting: The resolution for this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote.

Agenda 9: 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 in the attachment of the proxy (Attachment 4). 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