

Criteria for Shareholders to Propose Agenda Item for 2020 AGM

Objective:

RPCG Public Company Limited has recognized the equal rights of shareholders under Good Corporate Governance. Therefore, the Company gives an opportunity to shareholders to propose an agenda item for annual general meeting of shareholders according to the Company's criteria and procedures as following:

1. Qualification of Shareholders

- 1.1** Being the shareholder of the Company which can be either one shareholder or combined shareholders.
- 1.2** Holding shares for not less than 0.1% of the saleable shares of the Company.
- 1.3** Having continuously held those shares as specified in Section **1.2** for at least six months up to the date of proposing agenda.

2. Proposal of the agenda item

2.1 The proposal that will not be placed on the agenda

- (1) The proposal that violates the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the good corporate governance of the Company;
- (2) The proposal that the information shareholders provided is incomplete or proposals to the agenda outside the proposal period and for those shareholder who are unable to be contacted;
- (3) The proposal that shareholders already proposed at a shareholder meeting within the past 1 year, and were supported by less than 10% of total voting shares, and provided that the facts of said matter has not yet not changed significantly;
- (4) The proposal that is beyond the control of the Company;
- (5) The proposal that the company has already operated;
- (6) The proposal that is beneficial only for a specific person or group;

2.2 Consideration Procedure

- (1) The shareholder who possesses qualification as specified in Section **1.** of the criteria must submit the attached "Form for Proposal of Shareholders' Meeting" to the Board of Directors. (Download Form at the Company's website: www.rpcthai.com, Investor Relations) with attach the relevant documents fully and completely, submit to the Company Secretary within November 30, 2019 as the following address:

Company Secretary
RPCG Public Company Limited
Investor Relation
86/2 Sammakorn Place,
Ramkhamhaeng Road, Saphansoong
Bangkok 10240

- (2) The Company Secretary will screen the matters before tabling them for the Board of Directors to consider; these matters are to follow the characteristics under **2.1**. If shareholders cannot deliver complete, accurate documents to RPC by the deadline, RPC will regard that such shareholders have not exercised their right to propose the agenda.
- (3) The proposal approved by the Board of Directors will be included in the Agenda of the AGM notice as well as the shareholders specified the reason after the Board of Directors meeting through SET's channel or the Company's website at www.rpcthai.com and will report in the shareholder meeting.