



RPCG Public Company Limited

Invitation to the 2020 Annual General Meeting of Shareholders

Thursday, July 16, 2020
at 13.30 hrs.

at Auditorium Room, 9th Floor, Shinawatra Tower III,
No.1010 Viphavadi Rangsit Road,
Chatuchak, Bangkok, Thailand

Owing to the outbreak of COVID-19 virus,

With our awareness and deep concern over the COVID-19 pandemic as well as the health and safety of the Meeting attendants and in compliance with measures issued by the Department of Disease Control Ministry of Public Health.

The Company would recommend that shareholders appoint proxy to the Company's Independent Directors as listed and detailed in (Attachment 6), to attend and vote at the Meeting

Registration starts at 12.00 hrs.

Please bring your registration form and
barcode already printed on the proxy to show at the meeting.
(The Company will not give away Souvenir, Snacks and beverages)

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Documents for the 2020 Annual General Meeting of Shareholders:

- A copy of Minutes of the Annual General Meeting of Shareholders for the year 2019, held on April 5, 2019 Attachment 1
- Annual Report for the year 2019 together with the financial statements for the year ending 31 December 2019, 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 2020 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 Shareholders' Proxies Attachment 6
- The Company's Articles of Association relating to the Shareholders' Meeting Attachment 7
- Procedures for attending the meeting Attachment 8
- Map of the Meeting Venue Attachment 9

Guideline for attending the 2020 AGM,

Regarding the COVID-19 outbreak

According to the spread of the new Coronavirus 2019 (COVID-19), the Company worries of the situation.

Therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who are in high-risk situation, e.g. having recently returned from any high-risk countries, or suffering any respiratory symptoms, and Shareholders who are not in the risk group, for your convenience and hygiene, are advised to grant proxy to the Company's Independent Director to attend the meeting as (Attachment 6), or send the proxy to Company Secretary by post to No. 86/2 Sammakorn Place, Ramkhamhaeng Road, Saphansong, Bangkok 10240
2. The venue of the meeting will conduct COVID-19 screening point at the Lobby. In case of any high-risk shareholders being identified, the Company shall kindly ask for their cooperation to avoid entering into the Meeting and proxy the Company's Independent Director to attend the Meeting.
3. The meeting venue will be sanitized and cleaned with Ozone Sterilization and Alcohol prior to the meeting. The Company kindly requests everyone to prepare and wear a facemask at all times and area of the event.

Please be informed accordingly and kindly cooperate with the aforementioned guidelines, conscientiously.

*****The Company reserves the right to issue any additional measures as necessary*****

May 25, 2020

Subject: **Invitation to the 2020 Annual General Meeting of Shareholders**

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

The Board of Directors Meeting No.3/2020 of RPCG Public Company Limited (the "Company") held on May 15, 2020, passed a resolution to convene the 2020 Annual General Meeting of Shareholders ("AGM") to be held on Thursday, July 16, 2020 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 2019 held on April 5, 2019;

Facts and Reasons: The minutes of the Annual General Meeting of Shareholders for year 2019 was held on April 5, 2019 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 April 18, 2019 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 2019 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 2019;

Facts and Reasons: The report of the Company's operational results for the year 2019 with details as appeared in the Company's Annual Report for the year 2019 (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 2019 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, 2019;

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, 2019 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 2019 Annual Report together with the financial statements for the year 2019 in (Attachment 2). Summary are shown below:

(Unit: Million Baht)

Description	Year 2019	Year 2018
Total Assets	4,063	3,535
Total Liabilities	2,331	2,188
Total Shareholders' equity	1,732	1,347
Revenues from Sales	4,262	3,224
Other Income	407	29
Total Revenues	4,688	3,293
Net Profit (Loss)	381	(9)
Earnings per share	0.29	(0.01)

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, 2019 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 2019 and the dividend payment;

Facts and Reasons: the Company's dividend payment policy of not less than 50% of the result, In 2019 the separate financial statements, the Company had operating a net profit of THB 245.09 million and as on 31 December 2019, the Company have accumulated deficit amounted to THB 515.81 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 2019.

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.Satja Janetumnugul Chairman of the Board of Directors
2. Mr.Prasit Dheeraratbongkot Independent Director
3. Mr.Suwinai Suwanhirunkul Director

The Company made announcement on its website to invite the shareholders to nominate the qualified candidates as the Company's director according to related laws during September 25, 2019 to November 30, 2019. After the given period had expired, no minor shareholders proposed any person to be nominated as the director of the Company.

In which by Mr.Suwinaï Suwanhirunkul, the director who completed his term notified of his intention not to renew the agenda due to the mission therefore resulting in 1 vacant position in the committee.

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee, with the exception of the directors with special interests on this agenda, has considered to select the right person for the position and proposed Mr.Tawat Ungsuprasert to be a director replacing Mr.Suwinaï Suwanhirunkul, taking into consideration of qualifications stipulated in the Public Company Limited Act B.E.2535 and regulations of the Capital Market Supervisory Board regarding the appropriate knowledge, experience, understanding of the Company's business. It is deemed appropriate to propose the Board of Directors' Meeting to consider and propose to the AGM to consider the election of directors as follows:

1. Mr.Satja Janetumnugul Chairman of the Board of Directors
2. Mr.Prasit Dheeraratbongkot Independent Director
3. Mr.Tawat Ungsuprasert Director

Board of Directors' opinion: The Board (exclusive of those with vested interests on this matter) As recommended by the Nomination and Remuneration Committee, who thoroughly considered, the qualifications of the 3 nominated directorial candidates were in line with regulations, the Company good corporate governance handbook and the Company's articles of association. The Board of Directors has considered that the nominated persons being the independent director will be able to give their opinions independently and pursuant to the relevant regulations. Therefore, it was deemed appropriate to propose to the Shareholders Meeting for consideration and approval, the nomination for Directors who are due to retire by rotation and appoint Directors in place of the vacant Directors. The profiles of these three directors, including the definition of independent director, were sent to the shareholders together with the notice of this meeting, as per Attachments No. 3. The directors who have conflict of interest did not cast the vote for this proposal:

Therefore, the Board of Directors will be comprised of:

1. Mr.Satja Janetumnugul Chairman of the Board of Directors
2. Mr.Supapong Krishnakan Director
3. Mr.Tawat Ungsuprasert Director
4. Mr.Suthud Khancharoensuk Director / Nomination and Remuneration Committee Member
5. Mr.Prasit Dheeraratbongkot Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
6. Mr.Chamni Janchai Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member
7. Ms.Panicha Pongsivapai Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member

The Company's new authorized signatories of directors as following: Any two of Mr.Satja Janetumnugul, Mr.Supapong Krishnakan, Mr.Tawat Ungsuprasert Mr.Suthud Khancharoensuk signing jointly with the Company's seal affixed.

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 2020;

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 2019 and the remuneration for the year 2020, it was agreed to propose the remuneration rate in the year 2020, taking into account the obligations and responsibilities increase as the situation of the company at the time, which consist of the meeting allowance and bonus, in the amount of not exceeding 8,000,000 Baht.

Directors meeting fee for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee for the year 2020 as follows:

(Unit: Baht/ Meeting)

Position	Board of Directors		Audit Committee		Nomination and Remuneration Committee	
		(Proposed Year)		(Proposed Year)		(Proposed Year)
	2019	2020	2019	2020	2019	2020
Chairman	25,000	35,000	25,000	35,000	25,000	35,000
Director	20,000	30,000	20,000	30,000	20,000	30,000

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 2020;

Facts and Reasons: In compliance with Section 120 of the Public Limited Companies Act, B.E.2535 which prescribes that the appointment of the Company's external auditors and the audit fees shall be approved at the annual general meeting of shareholders. In addition, a notification from the Capital Market Supervisory Board, TorJor.75/2561 imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven (7) fiscal years,

therefore, other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five (5) fiscal years interval break.

Audit Committees' opinion: The Audit Committee had considered the auditor's qualifications, independency, knowledge, and expertise. In addition, EY Office Limited has a good reputation both in domestic and international level and an audit fee appropriate for the amount of work and comparable to the rates applied to other listed companies of the same level. Furthermore, EY Office Limited has performed to a high standard in their work over the past year. The Audit Committee thus deems it appropriate to propose the appointment of EY Office Limited as the auditing firm of the Company and its subsidiaries and determination of the audit fee 2020 to the Board for consideration, comprising the following auditors:

1. Mrs.Poonnard Paucharoen C.P.A. Registration No. 5238
(signed the Financial Statements of the Company for the year 2015-2019; or
2. Ms.Vissuta Jariyathanakorn C.P.A. Registration No. 3853, or
3. Mr.Termphong Opanaphan C.P.A. Registration No. 4501

The auditors of the Company are the same persons with the auditors of the subsidiaries of the Company for the year 2020 and there are no relationships or conflicts of interest among the Company and its subsidiaries, the executive, or other related persons of these parties. They are independent in auditing and able to express opinions on the financial statements of the Company 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	2020 (Proposed Year)	2019
Audit fee for the Company	THB 825,000	THB 825,000
Audit fee for subsidiaries	THB 1,265,000	THB 1,165,000
Total	THB 2,090,000	THB 1,990,000

The above audit fee for the year 2019 excludes non-audit fee of 69,424 Baht.

Board of Directors' opinion: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2020 and the determination of the auditors' remuneration as mentioned above

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

Agenda 8: To consider approving the transfer of legal reserve and share premium to compensate the accumulated loss of the Company;

Facts and Reasons: Under Section 119 of the Public Limited Companies Act B.E.2535 once approved by the shareholders' meeting, the Company will transfer other reserves which are not reserve under section 116 of section 51 to compensate the deficit of the company.

As in the separate financial statement of December 31, 2019, there is accumulated loss of 515,812,216.40 Baht to enable the Company to pay dividends in the future when the Company has enough net profit and cash flow. By transferring legal reserve (Section 116 of the Public Limited Companies Act) in the amount of 80,304,817.10 Baht and the share premium (Section 51 of the Public Limited Companies Act) in the amount of 335,966,599.25 Baht to compensate the accumulated loss of the Company. After the transfer of legal reserve and share premium to compensate for the accumulated loss in the separate financial statement, will result in the accumulated loss in the separate financial statements 99,540,800.05 Baht. The clearing of this accumulated loss will not have any effect on the value of shareholders' equity. Since it is only a deduction with accounting numbers based on information from shareholders' equity as follows:

As of 31 December 2019, shareholders' equity of the Company financial statements has the following components,
(unit : Baht)

Components of shareholder's equity	Before clearing accumulated deficit	After clearing accumulated deficit
Registered Capital	1,304,664,125.00	1,304,664,125.00
Surplus from the revaluation of buildings and equipment - net	155,273,179.05	155,273,179.05
Share Premium	335,966,599.25	-
Legal Reserves	80,304,817.10	-
Unallocated accumulated loss	(515,812,216.40)	(99,540,800.05)
Total Shareholders' equity	1,360,396,504.00	1,360,396,504.00

Board of Directors' opinion: The Board had considered and agreed to recommend the shareholders to consider and approve the transfer of legal reserve and share premium to compensate the accumulated loss of the Company, as per the details above. Also approval the authorization of the Chairman of the Board or authorized person by the Chairman of the Board to be authorized to perform any action which is necessary and related to the transfer of legal capital reserve and the share premium to compensate deficit of the Company and/or to perform any action with government agencies or any other relevant agencies, and authorized to appoint grantee of the power of attorney to perform the act.

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.

In this regard, the Company would recommend that shareholders appoint proxy to the Company's Independent Directors as listed and detailed in (Attachment 6), to attend and vote at the Meeting.

Yours sincerely,

RPCG Public Company Limited



(Mr. Satja Janetumnugul)

Chairman of the Board