



**Invitation to the 2022
Annual General Meeting of Shareholders
RPCG PUBLIC COMPANY LIMITED**

Thursday 21, April 2022

at 13.30 hours

via electronic means (E-AGM)

Contents

Documents for the 2022 Annual General Meeting of Shareholders:

- Copy of Minutes of the 2021 Annual General Meeting of Shareholders held on 23 April 2021 Attachment 1
- 2021 Annual Report and 2021 Financial Report (56-1 One Report) in QR Code format 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 2022 Annual General Meeting of Shareholders:

- Proxy Forms Attachment 4
 - Proxy Form A.
 - Proxy Form B.
 - Proxy Form C.
 - Guidelines for attending the shareholders meeting via electronic means (E-AGM) and the method of appointing a proxy. 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
 - Registration form for attending the shareholders' meeting via electronic means (E-AGM) Attachment 8
 - Criteria and form for submission of questions in advance prior to the shareholders meeting Attachment 9
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March 15, 2022

Subject: **Invitation to the 2022 Annual General Meeting of Shareholders**

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

The Board of Directors Meeting No.1/2022 of RPCG Public Company Limited (the "Company") held on February 23, 2022, passed a resolution to convene the 2022 Annual General Meeting of Shareholders ("AGM") to be held on Thursday, April 21, 2022 at 13.30 hours via electronic means (E-AGM) in compliance with laws and regulation on electronic meetings, to consider the following agenda items:

Agenda 1: To consider and endorse the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on April 23, 2021;

Facts and Reasons: The minutes of the Annual General Meeting of Shareholders for year 2021 was held on April 23, 2021 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 5, 2021 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 2021 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 2021;

Facts and Reasons: The Company prepared the report of the Board of Directors concerning the business operation of the Company for the fiscal year 2021 ended December 31, 2021 showing the operating results for 2021. Details of which can be found under subject "4.1 Operations Analysis and financial position and 4.3 Key Financial Informations" of the Form 56-1 One Report in QR Code, which was delivered to the shareholders, together with this meeting invitation. (Attachment 2)

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 2021 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, 2021;

Facts and Reasons: The Company prepared the Financial Statements for the fiscal year 2021 ended December 31, 2021 which has been audited and certified by the auditor of the Company, EY Office Limited, and reviewed by the Audit Committee. Details of which can be found "Part 3 Financial Statements" Form 56-1 One Report 2021 in QR Code, submitted together with this meeting invitation, as per ([Attachment 2](#)) Summary are shown below:

(Unit: Million Baht)

Description	Year 2021	Year 2020
Total Assets	3,975	4,645
Total Liabilities	1,506	2,897
Total Shareholders' equity	2,469	1,748
Revenues from sales	5,474	4,149
Other Income	33	115
Income from compensation for damages according to the court judgements	900	-
Total Revenues	6,407	4,264
Net Profit (Loss) of the Company	696	44
Earnings per share	0.53	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, 2021 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 2021 and the dividend payment;

Facts and Reasons: the Company's dividend payment policy of not less than 50% of the result, In 2021 the separate financial statements, the Company had operating a net profit of 696 million Baht and as of December 31, 2021, the Company had unappropriated retained earnings equal to 946 million Baht. 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, the Company shall distribute dividends from the profit in which the Company must not have accumulated losses and allocate net profit to be a reserve fund in an amount of not less than 5% of the annual profit, until the reserve fund reach an amount of not less than 10% of the registered capital of the Company.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the dividends payment at the rate of 0.10 Baht per share from the Company's performance during 1 January 2021 to 31 December 2021, totaling 130,466,412.50 Baht or 20.77% for the year specified on the separate financial statements or 14.33% of the consolidated statements. The Company has fixed the date to determine the names of shareholders who shall be entitled to receive the dividend payment (Record Date) on 29 April 2022 and the dividend payment date on 19 May 2022. In this regard, the right to receive dividend

payment as mentioned above will be subjected to the approval from the 2022 Annual General Meeting of Shareholders. In which the dividend payment for the year 2021 is a dividend payment lower than the Company's policy due to the company has plans to expand business in the future and in the amount of 35,345,077 Baht as legal reserve.

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.Tawat | Ungsuprasert | Director |
| 3. Ms.Pordee | Khanistanan | Independent Director |

In this regard, 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 27, 2021 to November 30, 2021. After the given period had expired, no minor shareholders proposed any person to be nominated as the director of the Company.

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee, with the exception of the directors with special interests on this agenda, having considered the qualification, the experience knowledge, 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.Tawat | Ungsuprasert | Director |
| 3. Ms.Pordee | Khanistanan | Independent 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 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 ([Attachment 3](#)). The directors who have conflict of interest did not cast the vote for this proposal:

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 2022;

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 and dividend payment to the Shareholders.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose that the AGM approve the remuneration of the directors for 2022, which consist of the meeting allowance and bonus, in the amount of not exceeding 8,000,000 Baht without any other benefits.

Directors meeting fee for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee for the year 2022, which is equivalent to the same rate as the year 2021 as follows:

(Unit: Baht/ Meeting)

Position	Board of Directors		Audit Committee		Nomination and Remuneration Committee	
		(Proposed Year)		(Proposed Year)		(Proposed Year)
	2021	2022	2021	2022	2021	2022
Chairman	35,000	35,000	35,000	35,000	35,000	35,000
Director	30,000	30,000	30,000	30,000	30,000	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 2022;

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: In 2021 the previous auditor performed the duty of reviewing or auditing and giving opinions on the financial statements of the Company for 7 accounting periods. However, the Company can appoint a new auditor who is affiliated with the same auditing office as the previous auditor, which the Audit'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 determination of the audit fee 2022 to the Board for consideration, comprising the following auditors:

1. Ms.Kosum Cha-em C.P.A. Registration No. 6011; or
(sign the Financial Statements of the Company for the year 2022); or
2. Ms.Vissuta Jariyathanakorn C.P.A. Registration No. 3853; or
3. Mr.Termphong Opanaphan C.P.A. Registration No. 4501

The auditors as per the list proposed above have had no relationships or conflicts of interest among the, 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. In 2022, the subsidiaries have external auditors from other firms, which are suitable for the small size of the business. However, the Board of Directors will ensure that the consolidated financial statements are completed on a timely basis. The Audit Committee proposes that the audit fees be as follows:

Item	2021	2022 (Proposed Year)
Audit fee for the Company	THB 825,000	THB 800,000
Audit fee for subsidiaries	THB 946,000	THB 1,305,000
Total	THB 1,771,000	THB 2,105,000

The above audit fee for the year 2021 excludes non-audit fee of 8,965 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 2022 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2022 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 and approve the amendment to Article 32, 33, 34 and 35 of the Company's Articles of Association;

Facts and Reasons: In accordance with the regulations prescribed under the Emergency Decree on Electronic Meeting, B.E. 2563 (2020), the Meeting should consider the amendment of Article 32, 33, 34 and 35 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 32 : 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. All other meetings of shareholders apart from the first paragraph shall be called extraordinary meetings. The</p>	<p>Article 32 : 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. All other meetings of shareholders apart from the first paragraph shall be called extraordinary meetings. The</p>

The Present Company's Articles of Association	The Proposed Amendment to the Company's Articles of Association
<p>Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p><u>However, the meeting of shareholders under the first and second paragraphs can be held via electronic, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or such relevant law and regulations shall be applied mutatis mutandis. Such Meetings of the Shareholders conducted by electronic means bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association. Every meeting attendee shall be able to view the meeting information which is being presented in the meeting via his/her communication equipment or device throughout the meeting period. And in case of necessity or emergency, the chairman of the meeting and/or the system administrator must be able to immediately cut off the audio and/or video signal of any participant in the system.</u></p>

The Present Company's Articles of Association	The Proposed Amendment to the Company's Articles of Association
<p>Article 33 :</p> <p>The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the date and time, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable, whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, and published for three (3) consecutive days not later than three (3) days before the date fixed for the meeting.</p> <p>The place of meeting may be located in the province in which the principal office of the Company is located or anywhere as determined by the Board of Directors.</p>	<p>Article 33 :</p> <p>The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the date and time, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable, whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, and published for three (3) consecutive days not later than three (3) days before the date fixed for the meeting.</p> <p>The place of meeting may be located in the province in which the principal office of the Company is located or anywhere as determined by the Board of Directors.</p> <p><u>The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the date and time, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable, whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, and published for three (3) consecutive days not later than three (3) days before the date fixed for the meeting.</u></p> <p><u>The place of meeting may be located in the province in which the principal office of the Company is located or anywhere as determined by the Board of Directors.</u></p> <p><u>If the Shareholders' Meeting is conducted by electronic medias, serving of notice for the meeting and supporting documents maybe made by e-mail, provided that such serving shall be made within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.</u></p>
<p>Article 34 :</p> <p>Not less than twenty-five (25) shareholders and proxies (if any) or not less than one-half of the total shareholders holding not less than one-third (1/3) in the aggregate of the total number of shares sold shall be present at a meeting of shareholders in order to constitute a quorum.</p>	<p>Article 34 :</p> <p>For shareholders' meeting, <u>regardless of whether the Shareholders' Meeting is conducted in physical or by electronic means.</u> Not less than twenty-five (25) shareholders and proxies (if any) or not less than one-half of the total shareholders holding not less than one-third (1/3) in the aggregate of the total number of shares sold shall be present at a meeting of shareholders in order to constitute a quorum.</p>

The Present Company's Articles of Association	The Proposed Amendment to the Company's Articles of Association
<p>In the event that, within one (1) hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the request of shareholders, shall be dissolved. If such meeting had not been summoned upon the request of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders not later than seven (7) days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.</p>	<p>In the event that, within one (1) hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the request of shareholders, shall be dissolved. If such meeting had not been summoned upon the request of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders not later than seven (7) days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.</p>
<p>Article 35 : The Chairman of the Board shall by office be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or if there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting.</p>	<p>Article 35 : For shareholders' meeting, <u>regardless of whether the Shareholders' Meeting is conducted in physical or by electronic means.</u> The Chairman of the Board shall by office be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or if there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting.</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 2022 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).

The Company has provided the shareholders an opportunity to propose an agenda in advance for the 2022 Annual General Meeting of Shareholders via the Company's website from September 27, 2021 to November 30, 2021 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2022 Annual General Meeting of Shareholders. The Company determined the shareholders' names who will have the right to attend the Meeting on March 10, 2022 (Record Date). The Company is well-aware of the pandemic situation and would like to expresses its concern towards the safety of all shareholders, therefore, has determined to hold the 2022 Annual General Meeting of Shareholders via electronic devices.

In this regard, any shareholders who are willing to attend the meeting, kindly be instructed according to the measures and guidelines for electronic Annual General Meeting of Shareholders (E-AGM) as attached herewith by clearly clarifying your e-mail and mobile number to attend the meeting. If any shareholder wishes to appoint another person to attend the Meeting and vote as his or her proxy, please assign the representative who is of legal age. Also, kindly fill in and execute only one of the Proxy Forms; Proxy Form A and Form B can be found in the (Attachment 4) and the Proxy Form C is only for the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper and can be downloaded from the Company's website at www.rpcthai.com under section Investor Relation, sub-section Shareholder Information/Shareholders' Meeting and submit it to the following channels;

1. E-mail: ir@rpcthai.com
2. Mail address to Investor Relation, RPCG Public Company Limited, No. 86/2, Sammakorn Place, Ramkamhaeng Road, Saphansoong, Bangkok 10240

Any shareholder may appoint independent directors, the details as follows:

1. Mr. Prasit Dheeraratbongkot
2. Ms. Panicha Pongsivapai

The profile of the independent director who is proposed to be a proxy of shareholders in case of proxy granting is attached hereto in the (Attachment 6).

The Company has posted the Notice calling the Meeting and Enclosure on the Company's website www.rpcthai.com. In addition, any shareholders who wish to receive the Form 56-1 One Report 2021 in hard copy, please contact to E-mail: ir@rpcthai.com

In this regard, in order to promote a concise meeting and adhere to the meeting agenda, which is legally required, the Meeting will accept only questions in written as you may send questions prior to the meeting date to our Investor Relations at E-mail: ir@rpcthai.com. The Board of Directors shall provide answers publicly disclosed on the Company's website, together with the Minutes of 2022 Annual General Meeting of Shareholders within 14 days from the meeting date.

Please be informed accordingly,

Yours sincerely,

RPCG Public Company Limited



(Mr. Satja Janetumnugul)

Chairman of the Board

Remark: The Company will maintain your Personal Data as necessary for a reasonable period of time to achieve the objectives of the Company for collecting such data. However the Company may retain your Personal Data for a longer period if it is necessary for the Company to comply with applicable law.