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March 15, 2023

Subject: **Invitation to the 2023 Annual General Meeting of Shareholders**

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

The Board of Directors Meeting No.1/2023 of RPCG Public Company Limited (the “Company”) held on February 24, 2023, passed a resolution to convene the 2023 Annual General Meeting of Shareholders (“AGM”) to be held on Thursday, April 20, 2023 at 14.00 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 2022 held on April 21, 2022;**

Facts and Reasons: The minutes of the Annual General Meeting of Shareholders for year 2022 was held on April 21, 2022 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 3, 2022 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 2022 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 2022;**

Facts and Reasons: The Company prepared the report of the Board of Directors concerning the business operation of the Company for the fiscal year 2022 ended December 31, 2022 showing the operating results for 2022. Details of which can be found under subject “4.1 Operations Analysis and financial position and 4.3 Key Financial Information” 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 2022 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, 2022;**

Facts and Reasons: The Company prepared the Financial Statements for the fiscal year 2022 ended December 31, 2022 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 2022 in QR Code, submitted together with this meeting invitation, as per ([Attachment 2](#)) Summary are shown below:

(Unit: Million Baht)

Description	Year 2022	Year 2021
Total Assets	4,131	4,028
Total Liabilities	1,677	1,506
Total Shareholders' equity	2,454	2,522
Revenues from sales	7,822	5,474
Other Income	36	33
Income from compensation for damages according to the court judgements	-	900
Total Revenues	7,858	6,407
Net Profit (Loss) of the Company	64	724
Earnings per share	0.05	0.56

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, 2022 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 2022 and the dividend payment;

Facts and Reasons: the Company's dividend payment policy of not less than 50% of the result, In 2022 the separate financial statements, the Company had operating a net loss of THB 8.4 million. According to Section 115 of the Public Limited Companies Act BE 2535 and Article 42 of the Company's Articles of the Association. Therefore, the Company refrains to pay the dividend.

Board of Directors' opinion: the Board of Directors resolved the dividend omission for the year 2022.

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.Prasit Dheeraratbongkot Independent Director
2. Mr.Supapong Krishnakan Director
3. Mr.Suthud Khancharoensuk 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 7, 2022 to November 30, 2022. 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.Prasit Dheeraratbongkot, Independent director who completed his term notified of his intention not to renew the agenda due to the mission

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee, with the exception of the directors with special interests on this agenda, the NRC also proposed the appointment of Ms.Chanida Pattanotai to be Independent Director of the Company to replace Mr.Prasit Dheeraratbongkot and the NRC has considered that the nominated persons being the independent director will be able to give their opinions independently and the qualifications required by law relating in accordance with the requirements of the Company's independent director definition, 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 retire by rotation and appoint Directors in place of the vacant Directors are as follows:

1. Mr.Supapong Krishnakan Director
2. Mr.Suthud Khancharoensuk Director
3. Ms.Chanida Pattanotai 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 have been nominated have passed the nominated process of the Board of Directors that they have the qualifications for according to related rules and regulations and qualified for the Company's business. The Board of Directors has considered that the nominated persons being the independent director will be able to give their opinions independently and the qualifications required by law relating in accordance with the requirements of the Company's independent director definition. The Board of Directors resolved to approve as proposed by the Nomination and Remuneration Committee to propose that the 2023 Annual General Meeting of Shareholders consider and the nomination for Directors who are due to retire by rotation and appoint Directors in place of the vacant Directors are as follows:

1. Mr.Supapong Krishnakan Director
2. Mr.Suthud Khancharoensuk Director
3. Ms.Chanida Pattanotai Independent Director

The profiles of these three directors, including the definition of independent director are in the details 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 and approve the addition of Company's director and the appointment of a new director;

Facts and Reasons: The To support the Company's plans to expand investment to new businesses that has the potential to operate the business and have the opportunity to receive appropriate return on investment in the future, which requires knowledge from the Board of Directors in various fields.

The Remuneration and Nomination Committee has proposed to the Board of Directors to consider increasing the number of the Company's directors by 1 person from 7 people to 8 people in order to increase efficiency in supervision of investments and business operations in the future. The Remuneration and Nomination Committee has considered the qualifications in accordance with the criteria for recruiting new directors both in terms of qualifications, experience, knowledge and was of the view to propose the name of Mr.Napon Janetumnugul, who is currently the Acting Managing Director being a new director of the Company. Detail of information of the person nominated for appointment as the Company's director as per ([Attachment 4](#)).

Board of Directors' opinion: The meeting of the Board resolved that it is deemed appropriate to propose to the AGM to consider and approve the increase in the number of directors from 7 to 8 persons and to appoint new director. The person nominated to be considered as new directors is Mr.Napon Janetumnugul and The Board of Directors has independently considered and concluded the opinion that the addition of 1 director of the Company and the nomination of Mr.Napon Janetumnugul as a new director of the Company, which have passed the screening process and carefully considered by the Remuneration and Nomination Committee and the Board of Directors that an increase in the number of director will improve the efficiency of governing investments and business operations of the Company Group in the future, including approving the assignment of persons assigned by the authorized directors of the Company has the power to proceed with the registration of director amendments to relevant government agencies and/or perform other related actions as necessary and appropriate in order to complete the registration of director amendments and authorized directors of the Company.

Therefore, the Board of Directors will consist of:

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| 1. | Mr.Satja Janetumnugul | Chairman of the Board of Director |
| 2. | Mr.Tawat Ungsuprasert | Director |
| 3. | Mr.Supapong Krishnakan | Director |
| 4. | Mr.Suthud Khancharoensuk | Director |
| 5. | Mr.Napon Janetumnugul | Director / Acting Managing Director |
| 6. | Ms.Panicha Pongsivapai | Independent Director / Audit Committee |
| 7. | Ms.Pordee Khanistanan | Independent Director / Audit Committee |
| 8. | Ms.Chanida Pattanotai | Independent Director / Audit Committee |

Directors authorized to sign on behalf of the Company are Mr.Satja Janetumnugul , Mr.Supapong Krishnakan, Mr.Tawat Ungsuprasert, Mr.Suthud Khancharoensuk, Mr.Napon Janetumnugul; two of these five directors jointly sign and stamped with the Company's seal.

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

Agenda 7: To consider approving the Directors' remuneration for the year 2023;

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 2023, which consist of the monthly payment, meeting allowance and bonus, in the amount of not exceeding 8,000,000 Baht without any other benefits.

The details of monthly remuneration and meeting allowance for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee for the year 2023, as follows:

	2022		2023 (Proposed year)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
1) Board of Directors				
- Chairman	-	35,000	20,000	20,000
- Director (per person)	-	30,000	15,000	15,000
2) Audit Committee				
- Chairman	-	35,000	-	35,000
- Director (per person)	-	30,000	-	30,000
3) Nomination and Remuneration Committee				
- Chairman	-	35,000	-	35,000
- Director (per person)	-	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 8: To consider the appointment of the Auditor and set audit fees for the year 2023;

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, the auditor may be re-appointed for not more than 7 fiscal years and the Company may re-appoint a former auditor after that auditor has not been the Company's auditor for at least 5 consecutive fiscal years.

Audit Committees' opinion: The Audit Committee has considered auditors for auditing the financial statements for the year 2023 by considering independence of the auditor, 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 2023 to the Board for consideration, comprising the following auditors:

1. Ms.Kosum Cha-em C.P.A. Registration No. 6011;
(Signed the Company's Financial Statements for 1 year since 2022) or
2. Mrs.Kunlapee Piyawannasuth C.P.A. Registration No. 6137; 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 in the Company, its subsidiaries, executives, major shareholders, or any person related to such persons, in any way, therefore they demonstrate the quality of independence in conducting an audit and providing 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 2023, its subsidiaries used auditors from EY Office Limited and other offices, 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	2022	2023 (Proposed Year)
Audit fee for the Company	THB 800,000	THB 870,000
Audit fee for subsidiaries	THB 1,142,000	THB 1,572,000
Total	THB 1,942,000	THB 2,442,000

Note: The above audit fee for the year 2022 excludes non-audit fee of 51,000 Baht. In the year 2023 it will be paid on actual basis.

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 2023 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2023 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 9: Consider other matters (if any).

The Company has provided the shareholders an opportunity to propose an agenda in advance for the 2023 Annual General Meeting of Shareholders via the Company's website from September 7, 2022 to November 30, 2022 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2023 Annual General Meeting of Shareholders.

The Company determined the shareholders' names who will have the right to attend the Meeting on March 13, 2023 (Record Date). The 2023 Annual General Meeting of Shareholders will be held via electronic means, therefore, please study the details and method to access the e-shareholders' meeting as detailed in (Attachment 11) prior to attending the meeting 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 5) 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. Ms. Panicha Pongsivapai
2. Ms. Pordee Khanistanan

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 7).

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 2022 in hard copy, please contact to E-mail: ir@rpcthai.com or Tel. 02-372-3600

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 2023 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.