



**Invitation to the 2024**

**Annual General Meeting of Shareholders**

**RPCG PUBLIC COMPANY LIMITED**

**Tuesday 23, April 2024**

**At 2.00 p.m.**

**Via Electronic means (E-AGM)**

# Contents

## Documents for the 2024 Annual General Meeting of Shareholders:

● Invitation to Attend the 2024 Annual General Meeting of Shareholders	1
● <a href="#">Attachment 1</a> Copy of Minutes of the 2023 Annual General Meeting of Shareholders held on 20 April 2023	8
● <a href="#">Attachment 2</a> 2023 Annual Report and 2023 Financial Report (56-1 One Report) in QR Code format	
● <a href="#">Attachment 3</a> Information of the proposed directors in replacement of those retiring by rotation	24
● <a href="#">Attachment 4</a> The summary of auditors' profiles	28

## Documents to Attend for the 2024 Annual General Meeting of Shareholders:

● <a href="#">Attachment 5</a> Proxy Forms	30
– Proxy Form A.	
– Proxy Form B.	
– Proxy Form C.	
● <a href="#">Attachment 6</a> Guidelines for attending the shareholders meeting via electronic means (E-AGM) and the method of appointing a proxy.	44
● <a href="#">Attachment 7</a> Information of Independent Directors Proposed to be Shareholders' Proxies and Definition of Independent Director	46
● <a href="#">Attachment 8</a> The Company's Articles of Association relating to the Shareholders' Meeting	48
● <a href="#">Attachment 9</a> Registration form for attending the shareholders' meeting via electronic means (E-AGM)	51
● <a href="#">Attachment 10</a> Criteria and form for submission of questions in advance prior to the shareholders meeting	52
● <a href="#">Attachment 11</a> Manual of shareholders' meetings via electronic means	54

---

---

March 13, 2024

Subject: **Invitation to the 2024 Annual General Meeting of Shareholders**

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

The Board of Directors Meeting No.1/2024 of RPCG Public Company Limited (the “Company”) held on February 23, 2024, passed a resolution to convene the 2024 Annual General Meeting of Shareholders (“AGM”) to be held on Tuesday, April 23, 2024 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 2023 held on April 20, 2023;

**Facts and Reasons:** The minutes of the Annual General Meeting of Shareholders for year 2023 was held on April 20, 2023 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](http://www.rpcthai.com)) since May 3, 2023 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 2023 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 2023;

**Facts and Reasons:** The Company prepared the report of the Board of Directors concerning the business operation of the Company for the fiscal year 2023 ended December 31, 2023 showing the operating results for 2023. 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 2023 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, 2023;

**Facts and Reasons:** The Company prepared the Financial Statements for the fiscal year 2023 ended December 31, 2023 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 2023 in QR Code, submitted together with this meeting invitation, as per (Attachment 2) Summary are shown below:

(Unit: Million Baht)

Description	Year 2023	Year 2022
Total Assets	9,015	4,131
Total Liabilities	5,018	1,677
Total Shareholders’ equity	3,997	2,454
Revenues from sales	10,029	7,822
Other Income	27	16
Total Revenues	10,280	7,853
Net Profit (Loss) of the Company	28	64
Earnings per share	0.02	0.05

**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, 2023 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 2023 and the dividend payment;

**Facts and Reasons:** The Company has established a policy to pay dividends of not less than 50 percent of operating results and in 2023 according to the specific financial statements. The company has an operating net profit of 27.60 million baht. However, as of December 31, 2023, the company has unallocated retained earnings equal to 520.64 million baht, which according to Section 115 and Section 116 of the Public Limited Companies Act B.E. 2535 (“Companies Act” Public Company Limited) and Article 42 of the Company’s Articles of Association stipulates that the company will pay dividends from profits provided that the company does not have accumulated losses. Therefore, the company must allocate part of the profits as a reserve fund in an amount not less than 5 percent of the annual net profit deducted by the accumulated losses brought forward until this reserve fund reaches 10 percent of the company’s registered capital.

**Board of Directors’ opinion:** The committee is considered appropriate to propose to the shareholder meeting to consider approving the payment of cash dividends for the year 2023 at the rate of 0.04 baht per share from the operating results between 1 January 2023 and 31 December 2023, representing a total dividend payment of 52,186,565 baht or accounting for 165.53 percent of the separate financial statements or equivalent to 187.75 percent of the consolidated financial statements. The Company has

to set the date for determining the names of shareholders who are entitled to receive dividends (Record Date) on May 2, 2024 and will pay dividends on 21 May 2024. In addition, net profits and retained earnings have not yet been allocated through losses and the income tax is at the rate of 20 percent and it is considered appropriate to propose and approve the allocation of profits for use as a legal reserve in the amount of 1,576,384 baht.

**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.Panicha | Pongsivapai  | 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 5, 2023 to November 30, 2023. 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 i.e. Mr.Satja Janetumnugul Mr.Tawat Ungsuprasert and Ms.Panicha Pongsivapai as Directors for another term.

**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 2024 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.Satja   | Janetumnugul | Chairman of the Board of Directors |
| 2. Mr.Tawat   | Ungsuprasert | Director                           |
| 3. Ms.Panicha | Pongsivapai  | 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 approving the Directors' remuneration for the year 2024;

**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 2024 approve the remuneration of the directors for 2024, 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 2024 , which is equivalent to the same rate as the year 2023 as follows:

	2023		2024 (Proposed year)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
<b>1) Board of Directors</b>				
- Chairman	20,000	20,000	20,000	20,000
- Director (per person)	15,000	15,000	15,000	15,000
<b>2) Audit Committee</b>				
- Chairman	-	35,000	-	35,000
- Director (per person)	-	30,000	-	30,000
<b>3) Nomination and Remuneration Committee</b>				
- 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.



Item	2023	2024 (Proposed Year)
Audit fee for the Company	THB 870,000	THB 950,000
Audit fee for subsidiaries	THB 1,572,000	THB 1,608,000
<b>Total</b>	<b>THB 2,442,000</b>	<b>THB 2,558,000</b>

Note: The above audit fee for the year 2023 excludes non-audit fee of 56,986 Baht. In the year 2024 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 2024 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2024 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: Consider other matters (if any).**

The Company has provided the shareholders an opportunity to propose an agenda in advance for the 2024 Annual General Meeting of Shareholders via the Company's website from September 5, 2023 to November 30, 2023 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2024 Annual General Meeting of Shareholders.

The Company determined the shareholders' names who will have the right to attend the Meeting on March 8, 2024 (Record Date). The 2024 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](http://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](mailto: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. Pordee Khanistanan
2. Ms. Chanida Pattanotai

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](http://www.rpcthai.com). In addition, any shareholders who wish to receive the Form 56-1 One Report 2023 in hard copy, please contact to E-mail: [ir@rpcthai.com](mailto: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](mailto:ir@rpcthai.com). The Board of Directors shall provide answers publicly disclosed on the Company's website, together with the Minutes of 2024 Annual General Meeting of Shareholders within 14 days from the meeting date.

Please be informed accordingly,

Yours sincerely,

RPCG Public Company Limited



(Mr. Napon Janetumnugul)

Managing Director

**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.