

19<sup>th</sup> March, 2012

**Re :** Notice of the Annual General Meeting of Shareholders Year 2012

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

- Attachment :**
1. Proxy Form
  2. Copy of Minutes of the Annual General Meeting of Shareholders Year 2011
  3. Annual Report 2011
  4. Map to the venue of the Shareholders Meeting
  5. Name List and Details of Independent Director (in case the shareholder grant proxy to Independent Director)
  6. The Company's Articles of Association concerning the Shareholders' Meeting
  7. Curricula Vitae of the Nominated Persons to be directors in replacement of those who are retired by rotation

Whereas, the Board of Directors of RS Public Company Limited has resolved that the Annual General Meeting of Shareholders Year 2012 will be held on **19<sup>th</sup> April, 2012 at 2.00 p.m. at press conference room, 1<sup>st</sup> floor Chetchotisak Building, RS Public Company Limited, 419/1 Soi Ladphrao 15, Chomphon, Jatujark, Bangkok 10900** to consider matter in accordance with the following agendas:-

**1. To adopt the Minutes of the Annual General Meeting of Shareholders Year 2011.**

**Background Information** : The Annual General Meeting of Shareholders Year 2011 was held on April 1, 2011. The Minutes of said meeting is attached herewith.

**Board's opinion** : The Board recommends that the Minutes of the Annual General Meeting of Shareholders Year 2011 was accurately taken, the Shareholder Meeting should adopt the Minutes.

**Resolution** : According to the Articles of Association of the Company, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting.

**2. To acknowledge the Company's operating results for the year 2011.**

**Background Information** : The Company's operating results for the year 2011 was presented in the Annual Report 2011 attached herewith.

**Board's opinion** : The Board recommends that the Company's operating results for the year 2011, be acknowledged.

**3. To approve the balance sheet and statements of income for the year 2011.**

**Background Information :** According to Section 112 of the Public Companies Act B.E. 2535 which requires that the board of directors prepare the balance sheet and the statements of income as of the last day of a company's accounting period and submit them to the Annual General Meeting of Shareholders for further consideration and approval. The balance sheet and statements of income for the year 2011 was presented in the Annual Report 2011 attached herewith.

**Board's opinion :** The Board recommends that the balance sheet and statements of income for the year 2011, be approved.

**Resolution :** According to the Articles of Association of the Company, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting.

**4. To approve the appropriation of year 2011 net profits.**

**Background Information :** According to the Articles of Association of the Company, the Company is required to appropriate at least 5% of its annual net profit less accumulated loss (if any) as reserve fund until the reserve fund reaches not less than 10% of the registered capital.

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2003 held on January 13, 2003, the Company has policy to pay dividend at the rate of not less than 50% of net profit after tax and required reserve. Nevertheless, the Board of Directors has the authorization to reconsider not to follow or to change the dividend policy for shareholders' sake.

Dividend Payment / Net Profit and the dividend payment of last year :

Details of Dividend Payment	2011 (Proposed)	2010 (Past Year)
1. Net Profit	214,607,751.70 Baht	187,654,111.80 Baht
2. Number of shares		
2.1 For Interim Dividend	882,654,428 Shares	882,654,428 Shares
2.2 For Final Dividend	882,654,428 Shares	882,654,428 Shares
3. Total Dividend Per Share	0.15 Baht/ Share	0.15 Baht/ Share
3.1 Interim Dividend (Baht : Share)	0.10	0.00
3.2 Final Dividend (Baht : Share)	0.05	0.15
4. Total Dividend Paid	132,398,164 Baht	132,398,164 Baht
5. Dividend Payout Ratio	61.69%	70.55%

The aforementioned dividend payment is in line with the Company's policy.

**Board's opinion** : The Board recommends that the Shareholder Meeting should approve the appropriation of year 2011 net profits as followings :-

- 1) Legal reserve for the operating results for the year 2011: Baht 10,730,387.57
- 2) Paid from : Operating period from 1 January 2011 to 31 December 2011
- 3) Dividend payment at the rate of Baht 0.05 (Five Satang) per share
- 4) The dividend payment date : May 4, 2012.

The Record Date for the right to receive the dividend will be on March 8, 2012 and collect the names of shareholders as stipulated in the Securities and Exchange Act, Section 225 by closing the share registration book on March 9, 2012.

Nevertheless, the right to receive the dividend is not confirmed until approved by the Annual General Meeting of Shareholders Year 2012.

The Company had paid the interim dividend from the operating period from 1 January 2011 to 30 June 2011 which was paid at Baht 0.10 per share on September 9, 2011. Thus, the total dividend paid from the operating period year 2011 is Baht 0.15 per share.

**Resolution** : According to the Articles of Association of the Company, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting.

**5. To appoint the Company's directors to replace those who retire by rotation.**

**Background Information** : According to the Public Companies Act B.E. 2535 and the Articles of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. This year, directors whose tenure have ended are Mr. Kriengkai Chetchotisak, Mr. Suwat Chetchotisak and Mr. Danaisidh Peslapunt of which all of them are the authorized directors.

The information concerning the directors proposed to be re-appointed are as the attachment 7.

**The appointment procedure** : Proceed through the Nomination and Remuneration Committee.

The Company had given opportunity to our shareholders to propose Shareholders Meeting Agenda as well as to nominate persons to be elected as the directors in the Annual General Meeting of Shareholders Year 2012. Nevertheless, there are no proposal from shareholder.

**Board's opinion** : The Board and the Nomination and Remuneration Committee recommend that the Shareholder Meeting should appoint Mr. Kriengkai Chetchotisak, Mr. Suwat Chetchotisak and Mr. Danaisidh Peslapunt to be the Company's directors for another term as they are highly knowledgeable and experienced with strong speciality which is beneficial to the Company's operation. They also provide new point of view to the Board as well as dedicate their times and efforts to strengthen the Board. In addition, they are merit and moral persons.

**Resolution** : According to the Articles of Association of the Company, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting.

**6. To consider the directors' remuneration.**

**Background Information** : As to inform the Shareholder Meeting of the directors' remuneration.

**Criteria and procedure to propose the director's remuneration** : The Nomination and Remuneration Committee's consideration bases on the average rate of the other companies in the same industry and the directors' duties and responsibilities.

**Board's opinion** : The Board and the Nomination and Remuneration Committee recommend that as the directors' remuneration approved by the Annual General Meeting of Shareholders Year 2010 held on April 28, 2010 and the Board of Directors Meeting No. 2/2010 held on February 26, 2010, is in the appropriate level. Hence, the Board has no proposal to adjust it.

Nevertheless, as to be in line with the Principles of Good Corporate Governance, the Board agrees to inform the Shareholders Meeting of the resolutions concerning the approval of the directors' remuneration as followings :-

The directors' remuneration to be not exceeding Baht 1,000,000 per year and the Board of Directors is authorized to determine the remuneration of each director. The Board allowance will be Baht 25,000 per attendance for Chairman of the Board and Baht 20,000 per attendance for each director.

In addition, the Audit Committee's remuneration will be as followings :-

The Audit Committee's Meeting allowance will be Baht 20,000 per attendance for Chairman of the Audit Committee and Baht 15,000 per attendance for each Audit Committee Member. The monthly remuneration will be Baht 40,000 per month for Chairman of the Audit Committee and Baht 35,000 per month for each Audit Committee Member.

The aforementioned resolutions regarding the directors' remuneration remain in effect until otherwise resolved by the Shareholders Meeting.

Comparison to the Directors' Remuneration of the previous year : Unchanged.

The Directors' Remuneration of 2011 was presented in attached Annual Report 2011.

**7. To appoint the Company's auditor for the year 2012 and to determine the auditor's remuneration.**

**Background Information** : According to Section 120 of the Public Companies Act B.E. 2535 which requires that the Annual General Meeting of Shareholders must appoint the Company's auditor and determine the auditor's remuneration.

The Board considered the appointment of the Company's auditor for the year 2012 and the auditor's remuneration based on the recommendation of the Audit Committee.

The Audit Committee recommended that considering the independence, the professionalization, experiences, manpower and appropriate proposed audit fee, the Audit Committee propose the appointment of Miss Wimolsri Jongudomsombut CPA License No. 3899 or Miss Kannika Wipanurat CPA License No. 7305 of Karin Audit Co., Ltd. to be Company's auditor for the year 2012 of which anyone of them or any other auditor appointed by Karin Audit Co., Ltd. in case that the aforesaid auditors cannot perform the audit, is authorized to audit, review and express opinion for both the Company and consolidated quarterly and yearly Financial Statements with the remuneration of approximately Baht 2,500,000 (only RS Public Company Limited, approximately Baht 750,000). In addition, if there are any tasks arising other than the audit tasks, the Board of Directors is authorized to determine the extraordinary expenses on case by case basis.

Service year of Karin Audit Co., Ltd. as the Company's auditor : since year 2011

The Company's auditor for the year 2011 : Karin Audit Co., Ltd.

The auditor's remuneration for the year 2011

- Audit Service : Approximately Baht 2,438,000 (only RS Public Company Limited, approximately Baht 730,000).
- Non Audit Service : Nil.

Besides, Karin Audit Co., Ltd. does not has any relationship/ conflict of interest with the Company/ Subsidiary/ Management/ Major Shareholder or concerned person of such person. In addition, Karin Audit Co., Ltd. will be the auditor of the Company's subsidiaries for the year 2012.

**Board's opinion** : According to the recommendation of the Audit Committee, the Board recommends that the appointment of Miss Wimolsri Jongudomsombut CPA License No. 3899 or Miss Kannika Wipanurat CPA License No. 7305 of Karin Audit Co., Ltd. to be Company's auditor for the year 2012 of which anyone of them or any other auditor appointed by Karin Audit Co., Ltd. in case that the aforesaid auditors cannot perform the audit, is authorized to audit, review and express opinion for both the Company and consolidated quarterly and yearly Financial Statements with the remuneration of approximately Baht 2,500,000 (only RS Public Company Limited, approximately Baht 750,000). In addition, if there are any tasks arising other than the audit tasks, the Board of Directors is authorized to determine the extraordinary expenses on case by case basis.

**Resolution** : According to the Articles of Association of the Company, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting.

**8. Any other business.**

The Company determined the Record Date for the right to attend the Annual General Meeting Year 2012 on March 8, 2012 and collect the names of shareholders as stipulated in the Securities and Exchange Act, Section 225 by closing the share registration book on March 9, 2012.

You are invited to attend the meeting at the time, date and place mentioned above. Any shareholder wishes to attend the meeting by yourself, please show your identification card or identification card of government officer or driving license or passport (in case of foreigner) at the meeting place.

Any shareholder wishes to appoint a proxy to attend the meeting and vote on your behalf at this meeting, please duly complete including affix duty stamp to the attached proxy form and submit to the Chairman of the Meeting and/or the authorized person together with the below documents before the proxy attend the meeting.

- (1) In case the grantor is person : A copy of the grantor's identification card or identification card of government officer or driving license or passport (in case of foreigner) certified by the grantor.
- (2) In case the grantor is juristic person : 1) A copy of the grantor's certificate of incorporation issued within 30 days, and 2) a copy of the identification card or passport (in case of foreigner) of the authorized director(s) who sign(s) the proxy form, certified by the authorized person of such juristic person.

In case of any documents or evidence produced or executed outside of Thailand, such documents or evidences should be notarized by a notary public.

Any shareholder wishes to appoint the Company's independent director as the proxy to attend the meeting and vote on your behalf at this meeting, please send the completed proxy form and verified documents to the below address at least 1 working day prior to the meeting date.

**Legal Office**  
**RS Public Company Limited**  
419/1, Ladphrao 15, Chomphon, Jatujark,  
Bangkok 10900

The proxy has to show his/her identification card or identification card of government officer or driving license or passport (in case of foreigner) as verified document.

Shareholder or the proxy shall register and submit requested documents for verification at the meeting place since 1.00 p.m. onwards.

Any shareholder has limitation in opening Annual Report 2011 in CD-ROM format, please contact the following office to receive the Annual Report 2011 in hard-copy.

**Investor Relation Department**  
**RS Public Company Limited**  
419/1, Ladphrao 15, Chomphon, Jatujark,  
Bangkok 10900  
Tel. (02) 511-0555 ext. 1503

Any shareholder has query on the above mentioned Meeting Agenda, please send the query to email address : [supanutp@rs.co.th](mailto:supanutp@rs.co.th) or send the letter to the Board of Director in attention of Investor Relation Department, RS Public Company Limited 419/1, Ladphrao 15, Chomphon, Jatujark, Bangkok 10900

By order of the Board

(Mr. Kriengkai Chetchotisak)  
Director

(Mr. Surachai Chetchotisak)  
Director