

(Translation)

19 March 2013

- Subject : Invitation of the Annual General Shareholder's Meeting Year 2013
- Attention : Shareholders of RS Public Company Limited
- Enclosures : 1. Copy of minutes of the Annual General Shareholder's Meeting of year 2012 (Consideration Document of Agenda 1)
2. Annual Report of Year 2012. (Consideration Document of Agenda 2, 3 and 6)
3. Information of the directors whose terms expired by rotation and proposed to re-elect to be the directors of the company for another term.  
(Consideration Document of Agenda 5)
4. Information of the additional business object of the company.  
(Consideration Document of Agenda 8)
5. Instruction for filing of Proxy Form ,Registration Procedures and The name of Independent Director as the proxy to attend the meeting and vote.
6. The Company's Articles of Association concerning the Shareholders' Meeting
7. Map to the venue of the Annual General Shareholder's Meeting Year 2013
8. Proxy Form (Form B)

As the Board of Directors of RS Public Company Limited (The company) passed the resolutions to hold the Annual General Shareholder's Meeting Year 2013 on Friday, 19<sup>th</sup> April, 2013 at 2.00 p.m. at RS Hall room, 7<sup>th</sup> floor Building No. 419/4 Soi Ladphrao 15, Chomphon Sub-district, Chatuchak District, Bangkok 10900 to consider the following agendas:

Agenda 1      To consider adopting the Minutes of the Annual General Shareholder's Meeting Year 2012.

Principle and Reason      The Annual General Shareholder's Meeting of Year 2012 was held on April 19, 2012. A copy of the minutes is enclosed herewith (Enclosure no.1).

Board's opinion It appropriate to propose to the Shareholder's Meeting to adopt the Minutes of the Annual General Shareholder's Meeting Year 2012 which were recorded accurately.

**Agenda 2 To acknowledge the operating results of the company Year 2012.**

Principle and Reason The operating results and any informations of The company for the year 2012 was presented in the Annual Report Year 2012 which enclosed herewith.(Enclosure no.2)

Board's opinion It appropriate to report the operating results and any informations of The Company for the year 2012 to the Shareholder's Meeting.

**Agenda 3 To consider and approve the balance sheet and statements of income for the Year 2012.**

Principle and Reason According to Section 112 of the Public Company Limited 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 Shareholder's Meeting for further consideration and approval.

The Board of Directors already prepared the balance sheet and the statements of income for year 2012 which considered from the Audit Committee and certified by the Company's accounting which was presented in the Annual Report of year 2012 in the section of balance sheet. (Enclosure no.2)

Board's opinion It appropriates to propose to the Shareholder's Meeting to approve the balance sheet and statements of income for the year 2012. which considered from the Audit Committee and certified by the Company's accounting.

**Agenda 4 To consider and approve the net profit allocation as the legal reserve and the payment of dividends from the operation of the year 2012.**

### Principle and Reason

#### Legal Reserve

According to the Public Company Limited Act B.E. 2535 and the Articles of Association of the Company No.39, 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.

#### Dividend Payment

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 have the authorization to reconsider not to follow or to change the dividend policy for the most benefit of shareholders.

#### Board's opinion

It appropriate to propose to the Shareholder's Meeting to approve the allocation of the net profit as the legal reserve and dividend's payment as followings :

1. Approved the allocation of the net profit as the legal reserve for the year 2012 at the amount of Baht 14,353,170.00 as the legal reserve.
2. Paid from operating period from 1 January 2012 to 31 December 2012
3. Dividend payment at the rate of Baht 0.15 per share
4. Payment date : 8 May 2013

The Record Date on which shareholders shall have the right to receive dividends will be on 12 March 2013, whereby the Company's share register book will be closed on 13 March 2013 for collecting shareholder's names pursuant to Section 225 of the Securities and Exchange Act (as amended)

The Company had paid the interim dividend from the operation during 1 January 2012 to 30 June 2012 at the rate of Baht 0.10 per share on 5 September 2012 and will be paid in this time at the rate of Baht 0.15 per share. Thus, the Company paid the dividend from operation year 2012 at the rate of Baht 0.25 per share in total.

Nevertheless, the right to receive the dividend is not confirmed until approved by the Annual General Shareholder's Meeting Year 2013.

Comparison to the dividend payment of the previous year.

Details of Dividend Payment	2012 (Proposed)	2011 (Past Year)
1) Net profit (Baht)	287,063,392.82	214,607,751.70
2) Rate of dividend payment (Baht per Share)		
2.1 Interim dividend	0.10	0.10
2.2 Year dividend	0.15	0.05
Total of Annual dividend payment	0.25	0.15

**Agenda 5      To consider and approve the re-election of directors to replace those retired by rotation.**

Principle and Reason      According to the Public Companies Act B.E. 2535 and the Articles of Association of the Company, at every Annual General Shareholder's Meeting, one-third of the directors shall be retired by rotation. This year, directors whose terms expired by rotation are Mr. Surachai Chetchotisak, Miss Pornpan Techarungchaikul and Mr. Darm Nana

Regulation and procedure to nominate the director

Proceed through The Nomination and Remuneration Committee addition, 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 Shareholder's Meeting Year 2013. Nevertheless, there are no proposal from shareholder.

The Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee will consider the persons who have highly knowledge, truly understand the business company, appropriate qualification by the law to propose to the Boards and the Shareholders Meeting to approve the re-election. The Nomination and Remuneration Committee considered and appropriate to propose Mr. Surachai Chetchotisak, Miss Pornpan Techarungchaikul and Mr. Darm Nana whose terms expired by

rotation to be the directors of the Company for another term, because of, they are highly knowledge and experience with the strong speciality which able to make more benefits to the Company including they can bring us the new vision and present to the board as well with their effort and strength.

Board's opinion The Board of Director who are not connected persons agree with The Nomination and Remuneration Committee that it appropriate to propose to the Shareholder's meeting to approve Mr. Surachai Chetchotisak, Miss Pompan Techarungchaikul and Mr. Darm Nana whose terms expired by rotation to be the directors of the Company for another term

The informations concerning the directors proposed to be re-elected are as the enclosure no. 3

**Agenda 6**      **To consider and approve the director's remuneration.**

Principle and Reason      The director's remuneration approved by The Annual General Shareholder's Meeting Tear 2010 and the Board of Director Meeting no.2/2010 which was presented in Annual Report of Year 2012. (enclosure no. 2)

Regulation and procedure to consider 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 director's duties responsibilities and the operating results of The Company.

Board and The Nomination and Remuneration Committee's opinion

The Board of Director and The Nomination and Remuneration Committee who are not connected persons considered, it appropriate to propose to the Shareholder's meeting to approve the amendment of the director's remuneration (added specify Audit Committee) as follows:

The director's 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 which The Board of Directors decided The Board's allowance as follows:

The Chairman will be get Baht 25,000 per attendance.

The other director will be get Baht 20,000 per attendance.

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

The Chairman of The Audit Committee will be get Baht 23,000 per attendance and Baht 46,000 per month

The Member of Audit Committee will be get Baht 17,250 per attendance and Baht 40,250 per month.

Comparison to the Director's Remuneration of the previous year.

The rate of Director Remuneration in the part.

	Remuneration per month (Baht/Month)	Allowance (Baht/ attendance )
The Chairman of the Board's Director	-	25,000
The Director	-	20,000
The Chairman of the Audit Committee	40,000	20,000
The Audit Committee Member	35,000	15,000

Director's Remuneration proposed

	Remuneration per month (Baht/Month)	Allowance (Baht/ attendance)	Increased (%)
The Chairman of the Board's Director	-	25,000	-
The Director	-	20,000	-
The Chairman of the Audit Committee	46,000	23,000	15
The Audit Committee Member	40,250	17,250	15

The aforementioned resolutions regarding the director's remuneration remain in effect since 1 May 2013 until changing by the Shareholder's Meeting.

Agenda 7      **To consider and approve the appointment of auditors and determination of audit fee for the year 2013.**

Principle and Reasons                      According to Section 120 of the Public Companies Limited Act B.E. 2535 which requires that the Annual General Shareholder's Meeting must appoint the Company's auditor and determine the auditor's remuneration.

Audit Committee's opinion                      Audit Committee considered based on the amount of duties , success compare with auditor's fee, independent, experience, expert and readiness. It appropriate to propose to The Board of Director for the Shareholder's meeting to approve the appointment of Miss Wimolsri Jongudomsombut CPA License No. 3899 or Miss Kannika Wipanurat CPA License No. 7305 or Mr. Jirote Sirirorote CPA License No. 5113 or Ms. Nonglak Pattanabandith CPA License No.4713 of Karin Audit Co., Ltd. to be Company's auditor for the year 2013 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 determination Audit's fee of Year 2013 at the amount of Baht 2,700,000 (only RS Public Company Limited, at the amount of Baht 800,000), which increasing amount Baht 200,000 from Year 2012 or increasing 8% (only RS Public Company Limited increase 6.67 %) In addition, if there are any tasks arising other than the audit tasks, The Board of Director's authorized to determine the extraordinary expenses on case by case basis.

In addition, Karin Audit Co., Ltd. and auditors who proposed to appoint to be Company's auditor are not related with The company, Susidiary, Excecutive, Major shareholder or above related person that make him/her unable to free his/her responsibilities.

Board's opinion                      The Board of Director agreed with Audit Committee's opinion that it appropriate to propose to the Shareholder's meeting to approve the appointment of Miss Wimolsri Jongudomsombut CPA License No. 3899 or Miss Kannika Wipanurat CPA License No. 7305 or Mr. Jirote Sirirorote CPA License No. 5113 or Ms. Nonglak Pattanabandith CPA License No.4713 of Karin Audit Co., Ltd. to be Company's auditor for the year 2013 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

determination Audit's fee of Year 2013 at the amount of Baht 2,700,000 (only RS Public Company Limited, at the amount of Baht 800,000). In addition, if there are any tasks arising other than the audit tasks, The Board of Director's authorized to determine the extraordinary expenses on case by case basis.

**Agenda 8**      **To consider and approve the amendment of the business object of the company and the amendment of the Clause 3 of the Memorandum of Association (The company business object)**

Principle and Reason      According to the resolution of the Board's Meeting No. 4/2012 held on 13 November 2012, which approved 12 additional clauses as the details of the increase of the business object of the company are enclosed herewith (Enclosure no 4) and amendment of Clause 3 of the Memorandum of Association about the business object of the company by 12 additional clauses from 44 clauses to 56 clauses totally, the above matter shall be proposed to the Annual General Shareholder's Meeting of year 2013 for approval.

Board's opinion      It appropriate to propose to the Shareholder's Meeting to approve 12 additional clauses as the details of the increase of the business object of the company are enclosed herewith (Enclosure no 4) and amendment of Clause 3 of the Memorandum of Association about the business object of the company by 12 additional clauses from 44 clauses to 56 clauses totally

**Agenda 9.**      **To consider other issues (if any).**

The Company would like to invite the shareholders to the Annual General Shareholder's Meeting of year 2013 at the date, time and place mentions herein. The registration will be started at 1 P.M. - 2 P.M. The details of registration procedures are as instructions. (enclosure no.5)

Any shareholders would like to appoint a proxy to attend the meeting and vote on your behalf at this meeting, The details of proxy procedures are as instructions. (enclosure no.5)



Any shareholders wishes to appoint the Company's independent director (the name of independent director was presented in enclosure no.5) as the proxy to attend the meeting and vote on your behalf at this meeting, please fill the information and sign in proxy form include affix duty stamp and send the completed proxy form and verified documents to "Legal Office RS Public Company Limited 419/1, Ladphrao 15, Chomphon, Jatujark, Bangkok 10900" at least 1 working day prior to the meeting date.

Any shareholders would like to receive the Annual Report 2011 in hard-copy , please contact the "Investor Relation Department of RS Public Company Limited 419/1, Ladphrao 15, Chomphon, Jatujark, Bangkok 10900 Tel. (02) 511-0555 ext. 1503 e-mail address: [supanutp@rs.co.th](mailto:supanutp@rs.co.th)"

The affirmative resolution in each agenda will be consist of the vote as follow:

Agenda 1,3,4,5 and 7 requires affirmative resolution with a majority vote of the total number of Shareholders attending and casting votes at the meeting.

Agenda 6 require affirmative resolution with the vote not less than two of three vote of Shareholders attending and casting votes at the meeting.

Agenda 8 require affirmative resolution with the vote not less than three of four vote of Shareholders attending and casting votes at the meeting.

The shareholder may view the invitation letter for the Annual General Shareholder's Meeting and related document on the Company's website from 18 April 2013 onwards. For more information, any shareholders have query on the above mentioned Meeting Agenda, please contact to Mr. Apiyut Archjananun or Mrs. Benjamaporn Kraisornsri Tel. 02-511-0555 (ext 1317,1319)

The Company determined the Record Date for theright to attend the Annual General Shareholder's Meeting Year 2013 and to receive dividends on 12 March 2013, and collect the names of shareholders as stipulated in the Securities and Exchange Act, Section 225 by closing the share registration book on 13 March 2013

Please be informed accordingly,

Yours sincerely,

-Signature-

(Mr. Surachai Chetchotisak)

Chairman of Board of Director,

Chairman of Executive Committee and

Chief Executive Office