

(Translation)

March 20, 2014

Subject : Invitation of the Annual General Shareholder's Meeting Year 2014

Attention : Shareholders of RS Public Company Limited

Enclosures : 1. Copy of minutes of the Annual General Shareholder's Meeting of year 2013
(Consideration Document of Agenda 1)

2. Annual Report and Financial Statement Yearly 2013.
(Consideration Document of Agenda 2, 3 and 6)

3. Financial Statement and Management Discussion and Analysis from Annual Report 2013 in Brief (Consideration Document of Agenda 2 and 3)

4. 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)

5. Information Memorandum in connection with the Acquisition of Assets
(Consideration Document of Agenda 8)

6. Opinion of the Independent Financial Advisor.
(Consideration Document of Agenda 8)

7. Instruction for filing of Proxy Form ,Registration Procedures and The name of Independent Director as the proxy to attend the meeting and vote.

8. The Company's Articles of Association concerning the Shareholders' Meeting

9. Definition of Independent Directors.

10. Map to the venue of the Annual General Shareholder's Meeting Year 2014

11. 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 2014 on Thursday, April 24, 2014 at 2.00 p.m. at RS Hall room, 7th 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 2013.**

Principle and Reason The Annual General Shareholder's Meeting of Year 2013 was held on April 19, 2013. 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 2013 which were recorded accurately.

Agenda 2 To acknowledge the operating results of the company Year 2013.

Principle and Reason The operating results and any informations of The company for the year 2013 was presented in the Annual Report Year 2013 which enclosed herewith (Enclosure no.2 and no. 3).

Board's opinion It appropriate to report the operating results and any informations of The Company for the year 2013 to the Shareholder's Meeting.

Agenda 3 To consider and approve the statements of financial position and statements of comprehensive income for the Year 2013.

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 statement of financial position and the statements of comprehensive 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 the statement of financial position and the statements of comprehensive income for year 2013 which considered from the Audit Committee and certified by the Company's accounting which was presented in the Annual Report of year 2013 in the section of financial statement (Enclosure no.2 and no.3).

Board's opinion It appropriates to propose to the Shareholder's Meeting to approve the statement of financial position and the statements of comprehensive income. Which considered from the Audit Committee and certified by the Company's accounting.

Agenda 4 To consider and approve the allocation the net profit as the legal reserve and the payment of dividends from the operation of the year 2013.

Principle and Reason

Legal Reserve

According to Section 116 of 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 Extra Ordinary 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 2013 at the amount of Baht 20,682,665.18 as the legal reserve.
2. Paid from operating period from January 1, 2013 to December 31, 2013
3. Dividend payment at the rate of Baht 0.20 per share
4. Payment date : May 8, 2014

The Record Date on which shareholders shall have the right to receive dividends will be on March 12, 2014, whereby the Company's share register book will be closed on March 13, 2014 for collecting shareholder's names pursuant to Section 225 of the Securities and Exchange Act (as amended)

Nevertheless, the right to receive the dividend is not confirmed until approved by the Annual General Shareholder's Meeting Year 2014.

The Company had paid the interim dividend from the operation during January 1, 2013 to June 30, 2013 at the rate of Baht 0.15 per share on 6 September 2013 and will be paid in this time at the rate of Baht 0.20 per share. Thus, the Company paid the dividend from operation year 2013 at the rate of Baht 0.35 per share in total.

Comparison to the dividend payment of the previous year.

Details of Dividend Payment	2013 (Proposed)	2012 (Past Year)
1) Net profit (Baht)	413,653,303.62	283,682,912.80 (enhanced)
2) Rate of dividend payment (Baht per Share)		
2.1 Interim dividend	0.15	0.10
2.2 Yearend dividend	0.20	0.15
Total of Annual dividend payment	0.35	0.25

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. Phisit Dachanabhirom General Pairoj Panichsamai and Assistant Professor Witaya Danthamrongkul.

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 2014. Nevertheless, there are no proposals 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. Phisit Dachanabhirom General Pairoj Panichsamai and Assistant Professor Witaya Danthamrongkul 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 specialty 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. Phisit Dachanabhirom General Pairoj Panichsamai and Assistant Professor Witaya Danthamrongkul 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. 4

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

Principle and Reason The director's remuneration approved by the Board of Director Meeting no. 1/2014 held on February 26, 2014 and The Annual General Shareholder's Meeting Year 2014 held on 19 April 2013 which was presented in Annual Report of Year 2013. (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.

The aforementioned resolutions regarding the director's remuneration remain in effect since May 1, 2014 until changing by the Shareholder's Meeting.

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

The Directors' Remuneration of 2013 was presented in attached Annual Report 2013 on page 66 (Enclosure no.2)

Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for the year 2014.

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 Ms Wimolsri Jongudomsombut CPA License No. 3899 or Ms 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 2014 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 2014 at the amount of Baht 2,950,000 (only RS Public Company Limited, at the amount of Baht 820,000), which increasing amount Baht 250,000 from Year 2013 or increasing 9.3% (only RS Public Company Limited increase 2.5 %) 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, Subsidiary, Executives, 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 2014 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 2014 at the amount of Baht 2,950,000 (only RS Public Company Limited, at the amount of Baht 820,000). 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 ratify of the Acquisition of Assets which is the national digital television service licenses in variety channel of the standard definition (TV-Digital Project).

Principle and Reason

Pursuant to the meeting of the Board of Directors of RS Public Company Limited (the "Company" or "RS") No. 4/2013 dated November 12, 2013 having resolved to approve its subsidiary, R.S. Television Company Limited ("RSTV") where RS holds 99.98¹ percent of its paid-up shares, to participate in the auction for the License for Radio Frequency Usage for Commercial Digital TV at National Level (the "Licenses for Radio Frequency Usage") with the National Broadcasting and Telecommunications Commission (the "NBTC"), RSTV has applied for the bidding of such license in the category of Variety Programs in Standard Definition ("SD Variety") to the NBTC since October 28, 2013 and has participated in the bidding since December 26, 2013. On January 13, 2014, RSTV has received a notification, dated January 10, 2014, from the NBTC confirming that RSTV has won the license for an SD Variety channel for totaling THB 2,265 million (excluding VAT). The Company has revealed information of assets acquisition to the Stock Exchange of Thailand date January 14, 2014, as amended and the meeting of the Board of Directors of RS No. 1/2014 dated January 16, 2014 has resolved to propose to the shareholders' meeting to rectify the acquisition of such license.

The transaction is considered an assets acquisition per the Notification of the Capital Market Advisory Board having the volume of the transaction of 102.73 % of RS's consolidated total assets. It is then classified as a Class 4 Transaction or the transaction with its volume exceeding 100 percent. Since the transaction is qualified under Clause 24 of the Notification on Assets Acquisition and Disposition; RS is, then, not required to resubmit its listing application. However, RS is required to disclose the information memorandum concerning the transaction to the SET, appoint the independent financial advisor to provide opinions to the shareholders, and seek for the shareholders' approval to enter into the transaction with a three fourths of the voting rights of the shareholders attending the meeting and having right to vote.

However, RS was not able to seek for the shareholders' approval before entering in to the transaction because the disclosure of bidding amount in advance may adversely affect its competitiveness in the action. Also, at the auction date, it was not certain whether RSTV shall win the bidding or not. Even if it won, it is not certain that the bidding amount may not reach the level that makes the volume of the transaction to reach the point where it has to seek shareholders' approval or

¹ Percentage of share holding on the transaction date, currently, RSTV has increased its registered and paid-up capital to Baht 200 million resulting in an increase in RS's percentage of shareholding of 99.99965 percent of RSTV's paid-up shares.

not. Therefore, RS had to enter into necessary commitments before receiving the shareholders' approval. Such acts are in line with other listed companies who won the bidding.

For making such License acquisition legal binding, the Board of the Directors of RS No. 2/2014 dated February 26, 2014 has resolved to propose to the Annual General shareholder's Meeting 2014 to consider and ratify the assets acquisition.

The Company has appointed Capital Advantage Co., Ltd. as an independent financial advisor to express an opinion on the appropriateness of the transaction and fairness of price and other conditions.

And approval to authorize, The Board of Directors and/or Executive Committees and Chief Executive Officer, of operations relate to TV-Digital Project License including but not limited to the operation was taken, and will continue in the future also.

Board's opinion

TV-Digital Project of the auction, will be a new source of the income that has a good potential and important to company in the future, which would be make company's income increase and secure in the future and that would be good benefit for shareholder in long term over a 15-years license. Therefore, it should be present to shareholder's meeting for ratify acquisition of asset which is TV-Digital Project.

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 2014 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.7)

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.7)

Any shareholders wishes to appoint the Company's independent director (the name of independent director was presented in enclosure no.7) 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, Building No. 419/1, Ladphrao 15, Chomphon, Chatuchak, Bangkok 10900" at least 1 working day prior to the meeting date.

Any shareholders would like to receive the Annual Report 2013 in hard-copy , please contact the "Investor Relation Department of RS Public Company Limited, Building No. 419/1, Ladphrao 15, Chomphon, Chatuchak, Bangkok 10900 Tel. (02) 511-0555 ext. 1503 e-mail address: 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 requires affirmative resolution with the vote not less than two of three votes of Shareholders attending and casting votes at the meeting.

Agenda 8 requires affirmative resolution with the vote not less than three of four votes 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 24 March 2014 onwards. For more information, any shareholders have query on the above mentioned Meeting Agenda, please contact to Ms. Wassana Nookua Tel. 02-511-0555 (ext 1317,1319).

The Company determined the Record Date for the right to attend the Annual General Shareholder's Meeting Year 2014 and to receive dividends on 12 March 2014, 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 2014.

Please be informed accordingly,

Yours sincerely,

-Signature-

(Mr. Surachai Chetchotisak)

Chairman of Board of Director,

Chairman of Executive Committee and

Chief Executive Office