



(Translation)

25 March, 2016

- Subject : Invitation of the Annual General Shareholder's Meeting Year 2016
- Attention : Shareholders of RS Public Company Limited
- Enclosures : 1. Copy of minutes of the Annual General Shareholder's Meeting of year 2015
(Consideration Document of Agenda 1)
2. Annual Report and Financial Statement Yearly 2015 (CD-ROM)
(Consideration Document of Agenda 2 and 3)
3. Financial Statement and Management Discussion and Analysis from Annual Report 2015 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. 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. Definition of Independent Directors.
8. Map to the venue of the Annual General Shareholder's Meeting Year 2016
9. Proxy Form (Form B)

As the Board of Directors of RS Public Company Limited passed the resolutions to hold the Annual General Shareholder's Meeting Year 2016 on April 27, 2016 at 2.00 p.m. at RS Hall room, 7th floor Parking Building 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 2015.**

Principle and Reason The Annual General Shareholder's Meeting of Year 2015 was held on April 22, 2015. 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 2015 which were recorded accurately.

Agenda 2 **To acknowledge the operating results of the company Year 2015.**

Principle and Reason The operating results and any information of the Company for the year 2015 was presented in the Annual Report Year 2015 which enclosed herewith (Enclosure no.2 and no. 3).

Board's opinion It appropriate to report the operating results and any information of the Company for the year 2015 to the Shareholder's Meeting.

Agenda 3 **To consider and approve the statements of financial position and statements of comprehensive income for the Year 2015.**

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 2015 which considered from the Audit Committee and certified by the Company's accounting which was presented in the Annual Report of year 2015 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 2015.**

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 2015 at the amount of Baht 21,870,633.20 as the legal reserve.
2. Paid from operating period from January 1, 2015 to December 31, 2015
3. Dividend payment at the rate of Baht 0.10 per share
4. Payment date : May 11, 2016

The Record Date on which shareholders shall have the right to receive dividends will be on March 10, 2016, whereby the Company's share register book will be closed on March 11, 2016 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 2016.

Comparison to the dividend payment of the previous year.

Details of Dividend Payment	2015 (Proposed)	2014 (Past Year)
1) Net profit (Baht)	437,412,664	340,171,441
2) Rate of dividend payment (Baht per Share)		
2.1 Interim dividend	-	0.12
2.2 Yearend dividend	0.10	0.18
Total of Annual dividend payment	0.10	0.30

So that the dividend rate is less than the dividend policy of the Company due to the Company intends to apply to the investment projects of the company.

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 Mr. Darm Nana and Mrs. Pornpan Techarungchaikul.

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 2016. 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. Surachai Chetchotisak Mr. Darm Nana and Mrs. Pornpan Techarungchaikul. 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. Surachai Chetchotisak Mr. Darm Nana and Mrs. Pornpan Techarungchaikul. 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 the director's remuneration.**

Principle and Reason As to inform the Shareholder Meeting of the directors' remuneration.

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 directors' duties and responsibilities.

Board and the Nomination and Remuneration Committee'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 2013 held on April 19, 2013 and the Board of Directors Meeting No. 1/2013 held on February 26, 2013, 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 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 2015 was presented in attached Annual Report 2015 on page 60 (Enclosure no.2)

Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for the year 2016.

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 Mr. Sudwin Panyawongkhanti CPA License No. 3534 or Mrs. Anutai Poomsurakul CPA License No. 3873 or Mr. Vichien Khingmontir CPA License No. 3977 of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2016 of which anyone of them or any other auditor appointed by PricewaterhouseCoopers ABAS Co., Ltd. in case that the aforesaid auditors cannot perform the audit, is authorized to audit, review and express opinion for quarterly and yearly Financial Statements with the determination Audit's fee of Year 2016 at the amount of Baht 1,000,000 , which increasing amount Baht 65,000 from Year 2015 or increasing 6.95% 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. PricewaterhouseCoopers ABAS Co., Ltd. as auditors of the Company since 2015.

In addition, PricewaterhouseCoopers ABAS 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 Mr. Sudwin Panyawongkhanti CPA License No. 3534 or Mrs. Anutai Poomsurakul CPA License No. 3873 or Mr. Vichien Khingmontir CPA License No. 3977 of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2016 of which anyone of them or any other auditor appointed by PricewaterhouseCoopers ABAS Co., Ltd in case that the aforesaid auditors cannot perform the audit, is authorized to audit, review and express opinion for the Company for quarterly and yearly Financial Statements with the determination Audit's fee of Year 2016 at the amount of Baht 1,000,000. 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 reduction of the registered capital of the company and the amendment of the Clause 4 of the Memorandum of Association**

Principle and Reason As the Company has increased capital to support the exercise of warrants of the Company for RS-W1 and RS-W2 totaling of Baht 326,000,280 Divided into 326,000,280 ordinary shares, the warrant has expired but the remaining

shares are unsold for RS-W1 and RS-W2 total of 3,654,234 shares. The Company will be decrease capital by canceling 3,654,234 unissued registered shares of the Company.

Details of the increase capital are as follows;

RS- W1

As the Extra Ordinary General Meeting of Shareholder no. 1/2007 held on May 29, 2007 has approved the increased capital of 175,000,000 shares and the Annual General Meeting of Shareholder year 2010 held on April 28, 2010 has approved the increased capital of 11,000,000 shares for a total of 186,000,000 shares to support the exercise of RS-W1 and outstanding common shares from the exercise of 3,345,572 shares, RS-W1 has expired on January 15, 2011.

RS- W2

As the Extra Ordinary General Meeting of Shareholder no. 1/2010 held on February 12, 2010 and the Annual General Meeting of Shareholder year 2010 held on April 28, 2010 has approved the increased capital to support the exercise RS-W2 amount of 140,000,280 shares, outstanding common shares from the exercise of 308,662 shares. RS-W2 has expired on May 20, 2014.

After the capital reduction, the Company has registered capital Baht 1,009,937,646 from Baht 1,013,591,880.

Board's opinion It appropriate to propose to the Shareholder's Meeting to approve the reduction of the registered capital of the company and the amendment of the Clause 4 of the Memorandum of Association as detailed above, the capital reduction will have no impact whatever. and any benefits to the Company or Shareholders' equity.

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 2016 at the date, time and place mentions herein. The registration will be started at 1.00 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, 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 2015 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. 1451 e-mail address: rsir@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 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 25 March 2016 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 2016 and to receive dividends on 10 March 2016, and collect the names of shareholders as stipulated in the Securities and Exchange Act, Section 225 by closing the share registration book on 11 March 2016.

Please be informed accordingly,

Yours sincerely,

-Signature-

(Mr. Surachai Chetchotisak)

Chairman of Board of Director