



(Translation)

18 March, 2019

Subject : Invitation of the Annual General Shareholder's Meeting Year 2019

Attention : Shareholders of RS Public Company Limited

Enclosures : 1. Annual Report and Financial Statement Yearly 2018 (CD-ROM)

2. Financial Statement and Management Discussion and Analysis from Annual Report 2018 in Brief (Consideration Document of Agenda 1 and 2)

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 and appointment of new director (Consideration Document of Agenda 4)

4. Capital increase report form (F53-4)

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. Proxy Form (Form B)

9. Map to the venue of the Annual General Shareholder's Meeting Year 2019

As the Board of Directors of RS Public Company Limited passed the resolutions to hold the Annual General Shareholder's Meeting Year 2019 on April 9, 2019 at 10.00 a.m. at Platinum Hall, 3<sup>rd</sup> floor Grand Mercure Bangkok Fortune 1 Ratchadaphisek Road, Dindang, Bangkok 10400 to consider the following agendas:

**Agenda 1**      **To acknowledge the operating results of the company year 2018.**

Principle and Reason      The operating results and any information of the Company for the year 2018 was presented in the Annual Report Year 2018 which enclosed herewith (Enclosure no.1 and no. 2).

Board's opinion      It appropriate to report the operating results and any information of the Company for the year 2018 to the Shareholder's Meeting.

The Company would like to announce the progress of anti-corruption. The Company recognizing the importance of good corporate governance, including the issue of anti-corruption and a willingness to support the fight against corruption continues with the development of anti-corruption policies. The Board of Director Meeting No. 1/2019 held on

15 February, 2019, has considered and approved the anti-corruption policy of the company is practices are appropriate and clear.

**Agenda 2**      **To consider and approve the statements of financial position and statements of comprehensive income for the year 2018.**

Principle and Reason      According to Section 112 of the Public Limited Companies 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 2018 which considered from the Audit Committee and certified by the Company's accounting which was presented in the Annual Report of year 2018 in the section of financial statement (Enclosure no.1 and no.2).

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 3**      **To consider and approve the allocation the net profit as the legal reserve and dividend payments for the year 2018.**

Principle and Reason

Legal Reserve

According to Section 116 of the Public Limited Companies 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 approved the payment of dividends for the year 2018 as follow:

1. Approved the allocation of the net profits of year 2018 amounting Baht 7,355,111 as the legal reserve;
2. Paid from the Company's retained earnings of Financial Statements for the accounting period ending December 31, 2018
3. Dividend payment at the rate of Baht 0.20 per share
4. Payment date : 25 April 2019

The Record Date on which shareholders shall have the right to receive dividends will be on March 1, 2019.

Nevertheless, the right to receive dividends is uncertain since it shall be approved by the Annual General Shareholder's Meeting of year 2019.

The Company had paid the interim dividend from the Company's retained earnings of Financial Statements for the accounting period ending on June 30, 2018 at the rate of Baht 0.25 per share on September 4, 2018. Therefore, as a result, the accounting period ending December 31, 2018 will have a total dividend payment of Baht 0.45 per share.

Comparison to the dividend payment of the previous year.

Details of Dividend Payment	2018 (Proposed)	2017 (Past Year)
1) Net profit (Baht) (Consolidated financial statements)	516,037,681	345,092,716
2) Rate of dividend payment (Baht per Share)		
2.1 Interim dividend	0.25	-
2.2 Yearend dividend	0.20	-
Total of Annual dividend payment	<b>0.45</b>	-
Dividend payout ratio per net profit (Consolidated financial statements)	84.31% According to the dividend payment policy	-

#### Agenda 4

#### To consider and approve the re-appointment of directors to replace those retired by rotation

Principle and Reason According to the Public Limited 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 according to the list as follows:

1. Mr.Surachai Chetchotisak Authorized Director
2. Mr.Darm Nana Authorized Director
3. Mrs.Pornpan Techarungchaikul Authorized Director

#### Regulation and procedure to nominate the director

Proceed through The Nomination and Remuneration Committee addition, The company had given opportunity to our shareholders to nominate persons to be elected as the directors as well as to propose Shareholders Meeting Agenda in the Annual General Shareholder's Meeting Year 2019. 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.

In this regard, the information of Directors nominated for re-election as the Company's Directors and newly appointed Director can be found in the Enclosure no. 3.

**Agenda 5**      **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 2018 held on April 4, 2018 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 25,000 per attendance and Baht 50,000 per month

The Member of Audit Committee will be get Baht 20,000 per attendance and Baht 45,000 per month.

**Comparison to the Director's Remuneration of the previous year:**

	<u>Directors' remuneration</u>	<u>Directors' remuneration</u>	
	<u>2019</u>	<u>2018</u>	
	<u>(Same rate as year 2018)</u>		
Chairman's meeting allowance	25,000	25,000	per attendance
Director's meeting allowance	20,000	20,000	per attendance
Chairman of the Audit Committee's Meeting allowance	25,000	25,000	per attendance
Monthly remuneration for Chairman of the Audit Committee	50,000	50,000	per month

Member of the Audit Committee's Meeting allowance	20,000	20,000	per attendance
Monthly remuneration for Member of the Audit Committee	45,000	45,000	per month
Other Remuneration / Other benefits	-No-	-No-	

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

**Agenda 6**      **To consider and approve the appointment of auditors and determination of audit fee for the year 2019.**

Principle and Reasons      According to Section 120 of the Public Limited Companies 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 in which PricewaterhouseCoopers ABAS Co., Ltd. was the auditor of RS Public Company Limited and subsidiaries from 2015 to 2018.

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. Krit Chatchavalwong CPA License No. 5016 or Miss Sinsiri Thangsombat CPA License No. 7352 or Mrs. Anutai Poomsurakul CPA License No. 3873 of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2019 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 both the company and consolidated quarterly and yearly Financial Statements with the determination Audit's fee of Year 2019 in the amount of Baht 5,100,000 (only RS Public Company Limited, in the amount of Baht 1,385,000 Which is the same rate as the year 2018) 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, 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 of Mr. Krit Chatchavalwong CPA License No. 5016 or Miss. Sinsiri Thangsombat CPA License No.

7352 or Mrs. Anutai Poomsurakul CPA License No. 3873 of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2019 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 both the Company and consolidated quarterly and yearly Financial Statements with the determination Audit's fee of Year 2019 in the amount of Baht 5,100,000 (only RS Public Company Limited, in the amount of Baht 1,385,000). 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 7

To consider and approve the increase of the Company's registered capital and amendment to Clause 4 of the Memorandum of Association with respect to the registered capital.

Principle and Reasons According to the resolution of the Board's Meeting No. 1/2019 held on February 15, 2019, which approved the increase of the Company's registered capital to reserve for the exercise and adjustment of rights of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3) and In order to be in line with the aforesaid Capital Increase, it is necessary to amend Clause 4 of the Memorandum of Association.

Board's opinion The Board recommended that the Shareholders' Meeting should approve the increase of the Company's registered capital from Baht 1,203,270,516 to Baht 1,205,270,516 by issuing 2,000,000 new ordinary shares at the par value of Baht 1 each totaling Baht 2,000,000 to reserve for the exercise and adjustment of rights of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3).

In order to be in line with the aforesaid Capital Increase, it is necessary to amend Clause 4 of the Memorandum of Association, by replacing the existing Clause with the followings :-

Clause 4. Registered capital	1,205,270,516 Baht	(One thousand two hundred five million two hundred and seventy thousand five hundred and sixteen Baht)
Divided into	1,205,270,516 Shares	(One thousand two hundred five million two hundred

		and seventy thousand
		five hundred and sixteen
		shares)
Par value per share	1 Baht	(One Baht)
Categorized into		
Ordinary shares	1,205,270,516 Shares	(One thousand two hundred
		five million two hundred
		and seventy thousand
		five hundred and sixteen shares)
Preferred shares	- 0 - Share	(None)

In addition, the Board of Directors or the Chief Executive Officer or persons assigned by the Chief Executive Officer shall have the power to take any action necessary and relevant to the amendment of memorandum of associations, including but not limited to any amendment to any texts in accordance with the recommendations, opinions or orders of the Registrar of the Ministry of Commerce and/or other relevant government agencies.

**Agenda 8**      **To consider and approve the allocation of new issued ordinary shares.**

Principle and Reasons In order to be in line with the increase of the registered capital of the Company in agenda 7, it is necessary to approve the allocation of 2,000,000 new issued ordinary to reserve for the exercise and adjustment of rights of the Warrants to purchase the ordinary shares of the Company #3 (RS-W3).

Board's opinion The Board recommended that the Shareholders' Meeting should approve the allocation of 2,000,000 new issued ordinary shares as proposed.



#### Agenda 9

To consider and approve the amendment of the business object of the company and approve the amendment of The Clause 3 of the Memorandum of Association

Principle and Reasons According to the resolution of the Board's Meeting No. 1/2019 held on February 15, 2019, which approved the amendment of the business object of the company and approve the amendment of The Clause 3 of the Memorandum of Association to be consistent.

Board's opinion It appropriate to propose the Shareholders Meeting for approval, the amendment of the Company's objectives and Clause 3 of the memorandum of associations regarding the Company's objectives as follows:

##### Present Company's Objectives

Clause 7. Conduct business on trading of textiles, ready-made clothes, apparel, body accessories, cosmetics, appliances and beauty accessories and other consumer goods.

##### Company's Objectives requested to be amended

Clause 7. Conduct business on trading of textiles, ready-made clothes, apparel, body accessories, cosmetics, appliances and beauty accessories and consumer goods including miscellaneous products.

In addition, the Board of Directors or the Chief Executive Officer or persons assigned by the Chief Executive Officer shall have the power to take any action necessary and relevant to the amendment of Company's objectives and memorandum of associations, including but not limited to any amendment to any texts in accordance with the recommendations, opinions or orders of the Registrar of the Ministry of Commerce and/or other relevant government agencies.

#### Agenda 10

To consider and approve the amendment to the Company's Articles of Association No.25 on Rights of Shareholders in summoning Extraordinary General Meeting of Shareholders

Principle and Reasons In order to comply with the order of Head of The National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business. In specific, the Public Limited Company Act B.E. 2535, Section 100 was amended on Rights of Shareholders in summoning Extraordinary General Meeting of Shareholders.

Board's opinion The Board recommended that the Shareholders' Meeting should approve the amendment to the Company's Articles of Association No.25 on Rights of Shareholders in summoning Extraordinary General Meeting of Shareholders, as follows:

The Present Company's Articles of Association	Proposing the Amendment to the Company's Articles of Association
<p>Article 25. The Board shall arrange for an Annual General Meeting of Shareholders to be held within 4 months after the end of the fiscal year of the Company.</p> <p>Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate. Or Shareholders holding not less than one – fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within 1 month after receiving the request from those shareholders.</p>	<p>Article 25. The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the fiscal year of the Company.</p> <p>Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate. Or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two (2), the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph two (2). In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and</p>

	<p>reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph three (3) is not constitute a quorum as prescribed in Article 28, the shareholders under paragraph three (3) shall jointly responsible to the Company for expenses incurred from such meeting.</p>
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In addition, the Board of Directors or the Chief Executive Officer or persons assigned by the Chief Executive Officer shall have the power to take any action necessary and relevant to the amendment of the Articles of Association, including but not limited to any amendment to any texts in accordance with the recommendations, opinions or orders of the Registrar of the Ministry of Commerce and/or other relevant government agencies.

**Agenda 11 To consider other issues (if any).**

The Company would like to invite the shareholders to the Annual General Shareholder's Meeting of year 2019 at the date, time and place mentions herein. The registration will be started at 9.00 A.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 2018 in hard-copy , please contact the " Investor Relations Department of RS Public Company Limited, Building No. 419/1, Ladphrao 15, Chomphon, Chatuchak, Bangkok 10900 Tel. (02) 511-0555 ext. 1496 e-mail address: [ir@rs.co.th](mailto:ir@rs.co.th)".

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

Agenda 2,3,4, 6 and 8 requires affirmative resolution with a majority vote of the total number of Shareholders attending and casting votes at the meeting.

Agenda 7, 9 and 10 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 8 March 2019 onwards. For more information, any shareholders have query on the above mentioned Meeting Agenda, please contact to Mrs.Thapanee Seetapawang Tel. 02-511-0555 ext 1317.

The Company determined the Record Date for the right to attend the Annual General Shareholder's Meeting Year 2019 on 1 March 2019.

Please be informed accordingly,

Yours sincerely,

(Mr. Surachai Chetchotisak)  
Chairman of Board of Director  
RS Public Company Limited