



(Translation)

March 25, 2021

- Subject : Invitation to the 2021 Annual General Meeting of Shareholders
- Attention : Shareholders of RS Public Company Limited
- Enclosures : 1. Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) **in QR Code format**
2. Financial Statements in Brief and Management Discussion and Analysis of Form 56-1 One Report 2020 **in QR Code format**
3. Details of the Directors who are retiring by rotation and proposed to be re-elected as Directors for another term **in QR Code format**
4. Preliminary details of Warrants to purchase ordinary shares of RS Public Company Limited Series 4 ("RS-W4") **in QR Code format**
5. Capital Increase Report Form (F 53-4) **in QR Code format**
6. Guidelines for Appointment of Proxy, Registration Procedure and name of Independent Director who is proposed to act as Proxy for shareholder **in QR Code format**
7. The Company's Articles of Association concerning the Shareholders' Meeting **in QR Code format**
8. Definition of Independent Directors of the Company **in QR Code format**
9. Safety Measures for the 2021 Annual General Meeting of Shareholders during the outbreak of COVID-19 **in QR Code format**
10. Proxy Form B.
11. Map of Meeting Venue and Shuttle Van Pick-Up Point
12. Notification of Meeting with QR Code for downloading Enclosures Nos. 1-9

The Board of Directors of RS Public Company Limited (the "Company") resolved to convene the 2021 Annual General Meeting of Shareholders on **April 19, 2021 at 10.00 a.m. at Rose Hall Room, 27 RS Group Bldg., Tower C, 5th Floor, Prasert-Manukitch Road, Sena Nikhom, Chatuchak, Bangkok 10900.**

In compliance with the Good Corporate Governance Principles, the Company had provided the opportunity for the shareholders to propose agenda items in advance through the Company's website from November 30, 2020 to December 30, 2020. It appeared that no shareholder had proposed any agenda items for the 2021 Annual General Meeting of Shareholders. Therefore, the Board of Directors sets forth the following Agenda Items:

Agenda Item 1 **To acknowledge the operating results of the Company for the year 2020.**

Rationale The operating results and the relevant information of the Company for the year 2020 was presented in the Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) under “Management Discussion and Analysis” section as per Enclosure No. 1 in QR Code format in the Notification of Meeting and presented in “the Financial Statements in Brief and Management Discussion and Analysis of Form 56-1 One Report 2020” as per Enclosure No. 2 in QR Code format in the Notification of Meeting.

Progress of Anti-Corruption Program The Company would like to inform the progress of joining the Thailand’s Private Sector Collective Action Coalition Against Corruption. The Company recognizes the importance of good corporate governance, including the anti-corruption and has an intention to support the fight against corruption continuously. In this regard, the Board of Directors’ Meeting No. 7/2020 held on November 12, 2020 had passed resolution to approve the Company to join the Thailand’s Private Sector Collective Action Coalition Against Corruption (the “CAC”). The first goal is to express the Company’s intention to join the CAC. The next goal is to be certified as a member of the CAC soonest. In addition, the Board of Directors’ Meeting No. 2/2021 held on February 24, 2021 had considered reviewing and approving the anti-corruption policy to enable the Company’s guidelines to be appropriate and clear.

Board’s opinion The Board of Directors considered and deemed it appropriate to report the operating results and any information of the Company for the year 2020 to the Shareholders’ Meeting for acknowledgement.

Required Vote This Agenda Item is for acknowledgement; therefore, the vote is not required.

Agenda Item 2 **To consider and approve the statement of financial position and statement of comprehensive income for the year 2020.**

Rationale According to Section 112 of the Public Limited Companies Act B.E. 2535 which requires that the Board of Directors cause to be made the statement of financial position and the statement of comprehensive income as of the last day of the Company’s accounting period and submit them to the Annual General Meeting of Shareholders for consideration. Additionally, the Board of Directors shall have the statement of financial position and the statement of comprehensive income to be audited by an auditor prior to submission to the Shareholders’ Meeting.

The Board of Directors therefore caused to be made the statement of financial position and the statement of comprehensive income for the year 2020 to be reviewed by the Audit Committee and audited by the certified auditor. Details are as appeared in Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) under the “financial statements” section, as per Enclosure No. 1 in QR Code format in the Notification of Meeting and the Financial Statements in Brief as per Enclosure No. 2 in QR Code format in the Notification of Meeting.

Board’s opinion The Board of Directors considered and deemed it appropriate to propose to the Shareholders’ Meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year 2020 which was reviewed by the Audit Committee and audited by the certified auditor.

Required Vote The resolution for this Agenda Item requires majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and approve the omission of allocation of the net profit for the year 2020 as a legal reserve and omission of dividend payment.

Rationale

Legal Reserve

According to Section 116 of the Public Limited Companies Act B.E. 2535 and the Company’s Articles of Association, Article 39, the Company is required to allocate part of its annual net profits to a reserve fund in an amount of not less than 5 percent of the annual net profits with the deduction of the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10 percent of the registered capital.

As the Company has allocated the legal reserve to reach the minimum amount required by law (10 percent of the registered capital). Therefore, at the end of the year 2020, the Company is not required to allocate additional legal reserve. At present, the Company’s legal reserve is Baht 120,327,052 (the Company’s registered capital is Baht 1,161,997,216) which is in accordance with the Public Limited Companies Act B.E. 2535 and the Company’s Articles of Association.

Dividend Payment

The Extraordinary General Meeting of Shareholders No. 1/2003 held on January 13, 2003 resolved to determine the Dividend Payment Policy whereby the Company shall pay dividend at the rate of not less than 50% of net profit after tax and legal reserve.

Nevertheless, the Board of Directors has the authority not to follow such policy or to change such policy from time to time provided that such action must be taken in a manner for the utmost benefit of shareholders.

Dividend payment for the accounting period ended December 31, 2019

The Company had paid the interim dividend for the accounting period ended December 31, 2019 totally 2 times in the total amount of Baht 0.30 per share which was in accordance with the Dividend Payment Policy of the Company as reported to the 2020 Annual General Meeting of Shareholders.

Based upon the operating results according to the consolidated Financial Statements of the Company, the Company has retained earnings as of December 31, 2020, in the amount of Baht 587,007,031, which the Company intends to utilize the money for investment in further business expansion, either in business related to core business or any other businesses other than the core business of the Company but it can relate, extend and grow to the core business including utilizing the money for working capital to enhance liquidity. Therefore, it was deemed appropriate to propose to the Shareholders' Meeting to consider and approve the omission of dividend payment.

Comparison between the dividend payments with the previous year

Details of Dividend Payment	Year 2020 (proposed year)	Year 2019 (previous year)
1. Net profit of the Company (Baht) (Consolidated financial statements)	528,278,160	363,343,967
2. Dividend payment rate (Baht/Share)		
2.1 First Interim dividend	Omission of payment	0.20
2.2 Second interim dividend	Omission of payment	0.10
Total dividend payment (Baht/Share)	-	0.30
3. Dividend payout ratio per net profit (Consolidated financial statements)	-	79.90% (in accordance with dividend payment policy)

Board's opinion The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the omission of allocation of the net profit for the year 2020 as a legal reserve as the Company has allocated the legal reserve to reach the minimum amount required by law and approve the omission of dividend payment due to the Company intends to utilize the money for investment in further business expansion and utilize the money for working capital to enhance liquidity as per the details mentioned above.

Required Vote The resolution for this Agenda Item requires majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 **To consider and approve the election of directors to replace those retired by rotation.**

Rationale According to the Public Limited 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. Directors who retire by rotation may be re-elected.

The directors who retire by rotation at the 2021 Annual General Meeting of Shareholders are

1. Mr. Danaisidh Peslapunt Authorized Director
2. Mr. Sorat Vanichvarakit Director

Criteria and Procedure for Director Nomination

To be considered and scrutinized by the Nomination and Remuneration Committee. Additionally, in compliance with the Good Corporate Governance Principles, the Company disclosed an announcement on the Company's website from November 30, 2020 to December 30, 2020 inviting the shareholders to nominate qualified persons to serve as the Company's directors. However, there was no director candidate nominated by any shareholder.

The Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee has considered and scrutinized selecting the persons who have highly knowledge, competency, truly understand the Company's business, have appropriate qualification and do not have the prohibited characteristics as specified by the laws, rules and regulations of the regulatory agencies responsible for overseeing the public company in order to propose to the Board of Directors and the Shareholders' Meeting to approve the election of directors.

The Nomination and Remuneration Committee has deliberately and carefully considered, scrutinized and deemed it appropriate to nominate Mr. Danaisidh Peslapunt and Mr. Sorat Vanichvarakit who retire from office term to resume their office for another term as the said two directors have knowledge, experience and expertise beneficial to the Company's business. They also can provide the Board of Directors with the new vision, as well as dedicate and devote to perform their duties for strengthening and progress of the Board of Directors of the Company. Moreover, they perform their duties with ethics and morality and also possess the full qualifications in accordance with the relevant laws and regulations and do not have the prohibited characteristics as specified by the Securities and Exchange Act and the regulations of the Office of the Securities and Exchange Commission.

Board's opinion The Board of Directors (excluding directors who have conflict of interest), has deliberately and carefully considered, scrutinized and concurred with the Nomination and Remuneration Committee's proposal and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the re-election of Mr. Danaisidh Peslapunt and Mr. Sorat Vanichvarakit to resume their office for another term.

Details of the directors who are proposed to be re-elected as directors are appeared in Enclosure No. 3 in QR Code format in the Notification of Meeting.

Required Vote The resolution for this Agenda Item requires majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 **To consider and approve the determination of the directors' remuneration.**

Rationale Article 14 of the Company's Articles of Association stipulated that directors are eligible to receive remuneration in the form of salary, rewards, meeting allowance, per diem, bonus, or other types of benefits according to the Company's Articles of Association or as approved by the Shareholders' Meeting. The Shareholders' Meeting may fix the amount of remuneration or set up the criteria and fix the remuneration from time to time or effect the remuneration perpetually until it is changed.

Criteria and procedure for proposal of the directors' remuneration The Nomination and Remuneration Committee shall consider the directors' remuneration by taking into account the rate in comparison with other companies within the same industry, appropriateness of duties and responsibilities of directors and the Company's operating results and propose the matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Nomination and Remuneration Committee's opinion The Nomination and Remuneration Committee considered appropriateness of the duties and responsibilities of directors, the expansion of the business, the Company's operating results and comparison with other companies within the same industry and deemed appropriate to propose to the Board of Directors to propose this matter to the Shareholders' Meeting for consideration and approval of adjustment of the directors' remuneration as follows:

- The directors' remuneration shall be not exceeding Baht 1,000,000 (One Million Baht) per year. The Board of Directors is authorized to determine the remuneration of each director.
- In addition, the Board of Directors had determined the meeting allowance as follows:
 - Chairman receives Baht 30,000 per attendance
 - Directors receives Baht 25,000 per attendance/person
- Apart from the aforementioned remuneration and meeting allowance for directors, the Audit Committee shall also receive the remuneration and meeting allowance as follows:
 - Chairman of Audit Committee - meeting allowance of Baht 30,000 per meeting;
 - monthly remuneration of Baht 50,000 per month
 - Member of Audit Committee - meeting allowance of Baht 25,000 per meeting/person;
 - monthly remuneration of Baht 45,000 per month/person

Comparison to the Directors' Remuneration of the previous year:

<u>Directors' Remuneration</u>	Year 2021 (proposed) (Baht)	Year 2020 (previous year) (Baht)	Change from Year 2020
Chairman's meeting allowance (per meeting)	30,000	25,000	Increase of 20%
Directors' meeting allowance (per meeting)	25,000	20,000	Increase of 25%
Chairman of Audit Committee's meeting allowance (per meeting)	30,000	25,000	Increase of 20%
Monthly remuneration for Chairman of Audit Committee (per month)	50,000	50,000	-
Member of Audit Committee's meeting allowance (per meeting)	25,000	20,000	Increase of 25%
Monthly remuneration for Member of Audit Committee (per month)	45,000	45,000	-
Other remuneration / other benefits	-None-	-None-	-

The determination of aforementioned directors' remuneration shall remain in effect until the Shareholder's Meeting shall resolve to change.

Board's opinion The Board of Directors considered and concurred with the Nomination and Remuneration Committee's proposal and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the directors' remuneration as proposed.

Required Vote The resolution for this Agenda Item requires votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Agenda Item 6 To consider and approve the appointment of auditor and determination of the auditor's remuneration for the year 2021.

Rationale Section 120 of the Public Limited Companies Act B.E. 2535 requires that the Annual General Meeting of Shareholder must appoint the Company's auditor and determine the audit fee every year. The former auditor may be re-appointed. PricewaterhouseCoopers ABAS Co., Ltd. has been the auditor of RS Public Company Limited and its subsidiaries since 2015 until 2020.

Audit Committee's opinion The Audit Committee had considered suitability of the auditor's work quantity and performance comparing to the proposed auditor fee, as well as considered the auditor's independence, auditing professional expertise and experience, sufficient personnel and auditing services provided to the Company. Therefore, it was deemed appropriate to propose that the Board of Directors propose these matters to the Shareholders' Meeting to consider and approve the appointment of:

1. Mr. Sa-nga Chokenitisawat CPA License No. 11251; or
(who signed the financial statements for 1 year since 2020);
2. Mr. Krit Chatchawalwong CPA License No. 5016; or
(who signed the financial statements for 3 years since 2017-2019);
3. Mrs. Anutai Poomsurakul CPA License No. 3873
(who has never signed the financial statements)

of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2021 of which anyone of them, is authorized to audit, review and express opinion for the Financial Statements of the Company.

The audit fees for the year 2021 for the quarterly and yearly consolidated and separate Financial Statements would be fixed at Baht 5,617,500 per year (compared to the year 2020 of Baht 5,350,000, increase of Baht 267,500) (only RS Public Company Limited would be fixed at Baht 1,385,000 per year which was the same rate as year 2020).

Non-audit fees other than the normal audit task would be fixed at not exceeding Baht 400,000 per year (compared to the year 2020 in the amount of Baht 382,000, increase of Baht 18,000).

In addition, PricewaterhouseCoopers ABAS Co., Ltd. and the proposed auditors have no relationship or interests with the Company, subsidiaries, Executives, major shareholders including their related persons, which would affect the independence of their performing.

The auditors of the Company and its subsidiaries are the same audit firm.

Board's opinion The Board of Directors concurred with the Nomination and Remuneration Committee's proposal and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Mr. Sa-nga Chokenitisawat CPA License No. 11251 or Mr. Krit Chatchavalwong CPA License No. 5016 or Mrs. Anutai Poomsurakul CPA License No. 3873 of PricewaterhouseCoopers ABAS Co., Ltd. to be Company's auditor for the year 2021 of which anyone of them, is authorized to audit, review and express opinion for the Financial Statements of the Company. The audit fees for the year 2021 for the quarterly and yearly consolidated and separate Financial Statements would be fixed at Baht 5,617,500 per year (compared to the year 2020 of Baht 5,350,000, increase of Baht 267,500) (only RS Public Company Limited would be fixed at Baht 1,385,000 per year which was the same rate as year 2020). Non-audit fees other than the normal audit task would be fixed at not exceeding Baht 400,000 per year (compared to the year 2020 in the amount of Baht 382,000, increase of Baht 18,000).

Required Vote The resolution for this Agenda Item requires majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the decrease of the registered capital and amendment of Clause 4 of the Memorandum of Association regarding the registered capital.

Rationale The Company intends to issue and offer the warrants and needs to increase its registered capital to accommodate the exercise of warrants. Currently, the Company has its registered capital of Baht 1,161,997,216 and 189,500,270 unsubscribed ordinary shares, which were issued for accommodating the exercise of the Warrants to purchase ordinary shares of the Company Series 3 (“RS-W3”). However, such Warrants expired on May 23, 2020. Section 136 of the Public Limited Companies Act B.E. 2535 provides that issuance of the new shares may be done after all the shares have been completely sold and paid-up in full. In order for the Company to proceed with the increase of its registered capital and to comply with the law, the Company has to decrease its registered capital from the existing registered capital of Baht 1,161,997,216 to the new registered capital of Baht 972,496,946 by cancelling 189,500,270 unsubscribed shares which were issued for accommodating the exercise of the Warrants RS-W3 at a par value of Baht 1 per share and to approve the amendment of Clause 4 of the Memorandum of Association regarding the registered capital to be in line with the decrease of the registered capital.

Board's opinion The Board of Directors considered and was of the opinion that the decrease of the registered capital is appropriate and has no impact to the Company and any benefits of shareholders. The Board of Directors therefore deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the decrease of registered capital from the existing registered capital of Baht 1,161,997,216 to the new registered capital of Baht 972,496,946 by cancelling 189,500,270 unsubscribed shares which were issued for accommodating the exercise of the Warrants RS-W3, at a par value of Baht 1 per share, and to approve the amendment of Clause 4 of the Memorandum of Association regarding the registered capital to be in line with the decrease of the registered capital as follows:

Clause 4. Registered capital	972,496,946	Baht	(Nine Hundred Seventy Two Million Four Hundred Ninety Six Thousand Nine Hundred Forty Six Baht)
Divided into	972,496,946	Shares	(Nine Hundred Seventy Two Million Four Hundred Ninety Six Thousand Nine Hundred Forty Six Shares)
Par value per share	1	Baht	(One Baht)
Categorized into			
Ordinary shares	972,496,946	Shares	(Nine Hundred Seventy Two Million Four Hundred Ninety Six Thousand Nine Hundred Forty Six Shares)
Preferred shares	-	Share	(- Share)

And authorized the Board of Directors or the Chief Executive Officer or persons designated by the Chief Executive Officer to have the authority to do any acts and things necessary and in connection with the amendment of the said Memorandum of Association, including but not limited to the amendment of any contents as per recommendations of the Registrar of the Ministry of Commerce and the relevant government agency.

Required Vote The resolution for this Agenda Item requires votes of not less than three - fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda Item 8 **To consider and approve the issuance and offering of the Warrants to purchase ordinary shares of the Company to the existing shareholders in proportion to their shareholding.**

Rationale The Company intends to issue and offer the Warrants to purchase the ordinary shares of the Company Series 4 ("RS-W4") in the amount not exceeding 191,499,266 units to the existing shareholders at the ratio of 5 existing ordinary share per 1 unit of Warrant, at no cost. In case there is fraction of the Warrants from calculation according to allotment ratio, such fraction shall be discarded. The 1 unit of Warrant will be entitled to purchase 1 new ordinary share at the price of Baht 29 per share. Preliminary details of Warrants to purchase ordinary shares of the Company Series 4 ("RS-W4") are shown in Enclosure No. 4 in QR Code format in the Notification of Meeting.

Board's opinion The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company Series 4 ("RS-W4") in the amount not exceeding 191,499,266 units to the existing shareholders at the ratio of 5 existing ordinary share per 1 unit of Warrant at no cost. In case there is fraction of the Warrants from calculation according to allotment ratio, such fraction shall be discarded. The 1 unit of Warrant will be entitled to purchase 1 new ordinary share at the price of Baht 29 per share and fixed the record date to determine name of shareholders who will be entitled for allotment of Warrants to purchase ordinary shares of the Company Series 4 ("RS-W4") on April 27, 2021 (Record Date).

And authorized the Board of Directors or the Chief Executive Officer or persons designated by the Chief Executive Officer to determine criteria, conditions, and other details related to the Warrants and to negotiate agree and sign any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the Stock Exchange of Thailand, as well as to proceed for the necessary approval from relevant authorities.

Required Vote The resolution for this Agenda Item requires votes of not less than three - fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda Item 9 **To consider and approve the increase of the registered capital and amendment of Clause 4 of the Memorandum of Association regarding the registered capital.**

Rationale As a result of the issuance and offering of the Warrants to purchase the ordinary shares of the Company Series 4 (“RS-W4”) in agenda item 8, the Company needs to increase its registered capital to accommodate the exercise of the Warrants RS-W4. The objectives of the issuance and offering of the Warrants are intended to raise funds for future projects according to the Company's business plan, either from the expansion of the existing business or investment in the new businesses. Moreover, in order for rewarding shareholders of the Company instead of normal dividend payment. In addition, the Company needs to amend Clause 4 of the Memorandum of Association regarding the registered capital in order to be in line with the aforesaid increase of the registered capital. Details are shown in the Capital Increase Report Form (F53-4) (Enclosure No. 5) in QR Code format in the Notification of Meeting.

Board's opinion The Board of Directors considered and was of the opinion that the capital increase to accommodate the exercise of the Warrants RS-W4 is appropriate and shall benefit the Company and shareholders as described in clause 6 and clause 7 of the Capital Increase Report Form (F53-4) (Enclosure No. 5) in QR Code format. The Board of Directors therefore deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the increase of registered capital from the existing registered capital of Baht 972,496,946 to the new registered capital of Baht 1,163,996,212 by issuing of 191,499,266 new ordinary shares at a par value of Baht 1 each, totaling Baht 191,499,266 to accommodate the exercise of the Warrants to purchase the ordinary shares of the Company Series 4 (“RS-W4”) totaling 191,499,266 shares, and to approve the amendment of Clause 4 of the Memorandum of Association regarding the registered capital in order to be in line with the increase of the registered capital as follows:

Clause 4. Registered capital	1,163,996,212	Baht	(One Billion One Hundred Sixty Three Million Nine Hundred Ninety Six Thousand Two Hundred Twelve Baht)
Divided into	1,163,996,212	Shares	(One Billion One Hundred Sixty Three Million Nine Hundred Ninety Six Thousand Two Hundred Twelve Shares)
Par value per share	1	Baht	(One Baht)
Categorized into			
Ordinary shares	1,163,996,212	Shares	One Billion One Hundred Sixty Three Million Nine Hundred Ninety Six Thousand Two Hundred Twelve Shares)
Preferred shares	-	Share	(- Share)

And authorized the Board of Directors or the Chief Executive Officer or persons designated by the Chief Executive Officer to have the authority to do any acts and things necessary and in connection with the amendment of the said Memorandum of Association, including but not limited to the amendment of any contents as per recommendations of the Registrar of the Ministry of Commerce and the relevant government agency.

Required Vote The resolution for this Agenda Item requires votes of not less than three - fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda Item 10 To consider and approve the allocation of newly issued ordinary shares.

Rationale As a result of the increase of the registered capital of the Company in agenda item 9 above, the Board of Directors therefore deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of 191,499,266 newly issued ordinary shares with a par value of Baht 1 for the exercise of the Warrants to purchase the ordinary shares of the Company Series 4 ("RS-W4") which will be allocated to proportionally to the existing shareholders at the ratio of 5 existing ordinary share per 1 unit of Warrant. Details are shown in the Preliminary details of Warrants to purchase ordinary shares of the Company Series 4 ("RS-W4") (Enclosure No. 4) and the Capital Increase Report Form (F53-4) (Enclosure No. 5) in QR Code format in the Notification of Meeting.

Board's opinion The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of 191,499,266 newly issued ordinary shares with a par value of Baht 1 for the exercise of the Warrants to purchase the ordinary shares of the Company Series 4 ("RS-W4") which will be allocated to proportionally to the existing shareholders at the ratio of 5 existing ordinary share per 1 unit of Warrant. However, the allocation of newly issued ordinary shares shall be done upon the 2021 Annual General Meeting of Shareholders has approved.

Required Vote The resolution for this Agenda Item requires majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 11 To consider other matters (if any).

The Company determined the Record Date for the right to attend the 2021 Annual General Meeting of Shareholders on March 10, 2021.

Due to the situation of the COVID-19 outbreak, the Company has a deep concern about the health and safety of shareholders. Therefore, the Company would like to seek cooperation from shareholders to appoint the Company's independent director (whose name was shown in Enclosure No. 6 in QR Code format in the Notification of Meeting) as proxies to attend and vote at the meeting on their behalf. In doing so, please complete and duly execute the Proxy Form B. as per Enclosure No. 10 and affix the stamp duty as well deliver the duly completed and executed proxy and required documents to "Legal Affairs of RS Public Company Limited, No. 27 RS Group Bldg., Tower A, Prasert-Manukitch Road, Sena Nikhom, Chatuchak, Bangkok 10900" at least 3 business days prior to the meeting date.

For shareholders who still wish to attend the meeting in person, the registration will start at 9.00 a.m. The details of registration procedures are appeared in the Guidelines for Appointment of Proxy, Registration Procedure (Enclosure No. 6) in QR Code format.

For shareholders who wish to appoint other person to attend and vote at the meeting on their behalf, please complete and duly execute the Proxy Form B. as per Enclosure No. 10 as well as affix the stamp duty. The details of the appointment of Proxy are appeared in Enclosure No. 6 in QR Code format.

All shareholders and attendees are requested to strictly follow **the Safety Measures for the 2021 Annual General Meeting of Shareholders during the outbreak of COVID-19** (Enclosure No. 9) in QR Code format.

In compliance with the Good Corporate Governance Principles, the Company has published the Invitation Letter for the 2021 Annual General Meeting of Shareholders and supporting documents on the Company's Website since March 19, 2021 in order to provide sufficient time for shareholders to consider the agenda items and supporting documents in advance before receipt of a hard copy from the Company.

In order to provide convenience to shareholders attending the meeting, the Company has arranged a shuttle van service between the BTS, Kasetsart University Station and the Meeting Venue as per the details in Enclosure No. 11.

For shareholders who wish to request for any additional information or have any questions regarding the agenda items, please send questions prior to the meeting date via the following channels:

- Email address: patchareem@rs.co.th; or
- Mail: "Legal Affairs of RS Public Company Limited, No. 27 RS Group Bldg., Tower A, Prasert-Manukitch Road, Sena Nikhom, Chatuchak, Bangkok 10900".

Please be informed accordingly.

Yours sincerely,



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