

Report of Extraordinary Meeting of Shareholders No.1-2014

Of

Rayong Wire Industries Public Company Limited

Date : Monday, July 21, 2014 at 13.30 p.m.  
Place : SVOA Tower, 10<sup>th</sup> Floor, Rama 3 Road, Bangkok, Bangkok  
Bangkok.  
Chairman : Mr. Wutichai Leenabanchong Chairman  
Secretary's meeting : Mr. Pipit Jaovisidha Corporate Secretary  
The Right to attended : Number of shareholders who holds the shares amounting of 27 shareholders or totaling of 450,000,000 shares.  
Agenda 1-2 : Number of shareholders and proxies attending the meeting were 26 as 350,000,000 shares representing 77.78 percent of all shares which meet the quorum follow to regulation of company

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**Before the Meeting Started**

Mr. Pipit Jaovisidha, Corporate Secretary and she was elected as representative of the meeting, saluted The Extraordinary Meeting of Shareholders No.1-2014 of Rayong Wire Industries Public Company Limited there were 14 shareholders attended in person and 12 shareholders of proxies therefore total shareholders attended the meeting 26 shareholders representing 350,000,000 shares or equivalent to 77.78 percent of total shares sold which it had meet the quorum follows to company's regulation No.35 as well as introduced The Board of Directors, Executive Directors, Corporate Secretary attended the meeting.

**The name of all directors attended the meeting were as follows:**

1. Mr. Wutichai Leenabanchong Chairman, Executive Chairman
2. Mr. Worawit Siriwatwimon Independent Director,  
Chairman of Audit Committee and  
Chairman of Remuneration Committee
3. Mr. Vichien Sophunpanichakul Independent Director, Audit Committee  
And Remuneration Committee

4. Mr. Pinit	Naksukhum	Independent Director, Audit Committee And Remuneration Committee
5. Dr. Chenin	Chen	Director, Managing Director and Executive Director
6. Mr. Monthon	Chatuwallopkul	Director and Executive Director
7. Mr. Pipit	Jaovisidha	Director, Executive Director and Corporate Secretary
8. Dr. Pison	Udomvorarath	Director

**Directors not present**

1. Mr. Jessada	Sornsuek	Director (Due to business engagement)
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Mr. Wutichai Leenabanchong was elected as chairperson of the meeting together with welcome shareholders to Extraordinary Meeting of Shareholders No.1-2014 and handles all agendas to Mr. Pipit Jaovisidha to precede the following agendas, before started the meeting she will clarify the rules and regulation of voting as following conclusion.

The representative of this meeting announced the company's capital as follows:

- Registered Capital amounting of Baht 300,00,000
- Paid Up Capital amounting of Baht 225,000,000

1. Rule for voting in this meeting follows through the company of association No.37 as count one share equal one vote.
2. Voting in the meeting would do its openly which shareholders will vote for agreed, disagreed and abstained in each agenda which will counted only shareholders vote for disagreed and abstained only. By any shareholders vote for disagreed or abstained please fill in the received ballot and hand up then our staff will collected its. The company will used voting for disagreed

and abstained deducted from totaling voting attended the meeting and the rest of voting will counted as votes for each agenda. By this, in case there was an objection or other comment then the meeting agreed to constitute a consent or approval.

3. In case the shareholders appoint the directors. In accordance with the Shareholders specified in the proxy statement.
4. In addition, if shareholders wish to ask you any more or comment on each agenda please specify first and last name in order to avoid confusion on consideration in each agenda. In addition please ask only in matter relating to the agenda.

After the representative finished clarification for voting then proposed that the meeting to consider following agendas.

**Agenda 1      To review and adopt minute of 2014 Annual General Meeting of Shareholders  
Held on April 1, 2014**

Mr. Wutichai Leenabanchong as chairperson of the meeting had informed on enclosed the report of 2014 Annual General Meeting of Shareholders held on April 1, 2014 to The Stock Exchange of Thailand and Ministry of Commerce within 14 days and also sent to shareholders together with invitation letter. By this, the company had published mentioned minute through company's website as Boards considers mentioned minutes were recorded correctly which match the resolution of the meeting.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to consider and adopt the minute of 2014 Annual General Meeting of Shareholders held on April 1, 2014

**Resolution** The shareholders, meeting approved a resolution unanimously as majority votes as follows

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	26	350,000,000	100
Disagreed	0	0	0
Abstained	0	0	0
The Total number of 350,000,000 votes at a meeting and entitled to vote on this agenda.			

## Agenda 2 Appointment of Auditor and remuneration fees for auditor of year 2014

Mr. Worawit Siriwatwimon as Chairman of Audit Committee has informed to the meeting that in 2014 Annual General Meeting of Shareholders, nomination process has not completed cause not appoint auditor and there need to called another shareholders meeting when nomination process has been done. However, must have an auditor to review interim financial statement therefore 2014 Annual General Meeting of Shareholders has resolved to appoint the same auditors as following name:

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095 and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No.4298 and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906

From Price Waterhouse Cooper ABAS Company Limited to review financial statement (Quarter 1) by set the remuneration fees equals to 157,500 Baht

In addition, nomination process has completed then Audit Committee has considered and appointed same auditors as following names:

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095 and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No.4298 and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906

From Price Waterhouse Cooper ABAS Company Limited for third year as the Company's auditor because their qualifications are in accordance with the Article of Association of the Company and the Office of Security Exchange Commission. The auditor fee will be as follows

Details	The amount of Auditor Fee in 2014 (Baht) (Proposed)	The amount of Auditor Fee in 2013 (Baht)
Review of Financial Statements, 2 <sup>nd</sup> Quarter	157,500	150,000
Review of Financial Statements, 3 <sup>rd</sup> Quarter	157,500	150,000
Yearly Auditor Fee	913,500	870,000
<b>Total</b>	<b>1,228,500</b>	<b>1,170,000</b>

In addition, Price Waterhouse Cooper ABAS Company Limited has proposed one more auditor as Miss Nopanuch Apichartsathean Certified Public Accountant No.5266 with the same amount of audit fees therefore The Board of Directors resolved to propose the following name list:

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095 and/or
2. Mr. Pailboon Tunkoon Certified Public Accountant No.4298 and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906 and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266

From Price Waterhouse Cooper ABAS Company Limited to be company auditor for year 2014 as amounting of remuneration fees as proposed

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties and year 2013 the company has not pay other services excepted audited and in the future no pay for other services arising from not completed agreement.

Mr. Wutichai Leenabanchong as chairperson has informed to the meeting there is any more question of not if not then proposed to the meeting to approve Appointment of Auditor and remuneration fees for auditor of year 2014

**Resolution** Shareholders meeting has approved and appointed following names

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095 and/or
2. Mr. Pailboon Tunkoon Certified Public Accountant No.4298 and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906 and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266

From Price Waterhouse Cooper ABAS Company Limited to be company auditor of year 2014 as proposed remuneration fees by following votes.

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	26	350,000,000	100
Disagreed	0	0	0
Abstained	0	0	0

The Total number of 350,000,000 votes at a meeting and entitled to vote on this agenda.

**Agenda 3 Other business (if any)**

The Board of Directors invites all shareholders to attend the meeting on the date, time and place. If shareholders would like to proposed any agenda or not

If there no other proposed then we would like to thank you all shareholders to attends this meeting and adjourned the meeting

The meeting was adjourned at 14.05 p.m.

(Mr. Wutichai Leenabanchong)

Chairperson

Certified true and correct

(Dr. Chenin Chen)

Director

(Mr. Pipit Jaovisidha)

Director and Corporate Secretary

