

March 21, 2016

**Invitation Letter To 2016 Annual General Meeting of Shareholders  
Rayong Wire Industries Public Company Limited**

**Subject** Invitation to 2016 Annual General Meeting of Shareholders

**To** Shareholders

**Enclosure**

1. The copy of minute of 2015 Annual General Meeting of Shareholders which held on April 30, 2015
2. The 2015 Annual Report in CD-ROM Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2015
3. Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.
4. Definition of "Independent Director"
5. Information on independent directors and audit committee members nominated by the Company as proxies of shareholders
6. Company Articles of Association with respect to the general meeting of shareholders
7. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures
8. Map of venue of the general meeting of shareholders
9. Proxy Form Type A
10. Proxy Form Type B
11. Requesting Form of Annual Report in paper format

Resolution of Board of Director had scheduled the 2016 Annual General Meeting of Shareholders on Friday, April 29, 2015 at 9.00 am, Tharnthong Room, Ground Floor, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangkok, Khet Bangkok, Bangkok. The items to be considered are in accordance with the following meeting agenda.

### Agenda 1

To review and adopt minute of 2015 Annual General Meeting of Shareholders held on April 30, 2015

*(Voting method: using majority vote of shareholders meeting and having right to vote)*

The 2015 Annual General Meeting of Shareholders has held on February 30, 2015. The minute was prepared within 14 days from date of meeting and submitted to The Stock Exchange of Thailand and Ministry of Commerce within time limit specified by law and also published on company's website (www.rwi.co.th)

The Board of Directors resolved to propose the minute held on February 30, 2015 of 2015 Annual General Meeting of shareholders to be considered and certified in this meeting. The Company has published The 2015 Annual General Meeting of Shareholders report and invitation letter including all documents concerning this meeting as specified in enclosure No. 1.in the Company's website

### Agenda 2

To acknowledge the report of the Board of Directors for the year 2015

*(Voting method: no voting due to agenda for acknowledgement)*

The Company had summarized the report of the Board of Directors as Company's operating results for the year 2015 which was appeared in enclosure No. 2.

The Board of Directors resolved to submit the above mentioned 2015 report of Board of Directors and business operation to the shareholders for acknowledgment.

### Agenda 3

To consider and approve the financial statements consisted of Balance Sheet, Profit and Loss Statement for the year ended December 31, 2015

*(Voting method: using majority vote of shareholders meeting and having right to vote)*

According to the Public Limited Company Act, the Company is obligated to prepare audited balance sheet and profit & loss statement at the end of each fiscal year to propose to the meeting for an approval.

The Board of Directors resolved to propose to the meeting the audited financial statements certified by Price Waterhouse Cooper ABAS Company Limited and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2015

Balance Sheet/Profit & Loss Statement	The Company Only
Total Assets	955.02
Total Liabilities	29.57
Proportion of Shareholders	925.45
Revenue from selling / working for hire	628.29
Total Revenue	639.24
Net Profit	(18.10)
Profit (loss) per share (Baht)	(0.03)

*Details are exhibit in the Company's 2015 financial statements which was sent to shareholders along with the invitation letter as enclosure No. 2.*

#### Agenda 4

To consider and approve of profit allocation and Omit Dividend Payment  
*(Voting method: using majority vote of shareholders meeting and having right to vote)*

The Company's dividend payment policy is to pay dividend of not less than 50% of the net profit of company financial statement (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company or the company plans to invest in other projects

By this, year 2015 company's financial statement for business operation as the net loss equals to 18.10 Million Baht therefore company could not

pay the dividend for business operation during January 1 – December 31, 2015

Along with section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.47 specifies as The Company need to allocate part of annually profit as legal reserve not less than 5 percent of annual net profit deducted by beginning balance of deficit (If any) until this legal reserve is not less than 10 percent of registered capital due to negative number in result of business operation therefore no dividend payment.

The Board of Directors resolved that the meeting of shareholders approves on omit dividend payment for business operation of year 2015 (January 1 – December 31, 2015) and no legal reserve

#### Agenda 5

To appoint Directors whom retired by rotation

*(Voting method: using majority vote of shareholders meeting and having right to vote)*

Follows Public Limited Company ACT and Memorandum of Association No.18 concludes as every annual general meeting of shareholders, Directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. Directors who retired by rotations may reelect thus In this 2016 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

1. Associate Professor Dr. Pison Udomworarath Independent Director  
and  
Audit Committee
2. Mr. Monthon Chatuwallopkul Director
3. Mr. Theerachai Leenabanchong Director

The Board of Directors resolved that the meeting of shareholders approves re-elected above mentioned 4 directors for one more term as selection of replacement not passed Nomination Committee due to

company has no Nomination Committee thus selection process, Board of Directors (not includes mentioned 3 Directors) have jointly considers proposed names on qualification, experiences, wide range of professional expertise, visionary leadership includes ethics as well as positive attitude towards organization and performance of Boards, use their experiences and proposed to company. Moreover, qualified according to related law, regulation and companies Memorandum of Association includes all practices of duties in the pass. By this, information of Directors whom reelect for another term is enclosure no.3 Associate Professor Dr. Pison Udomworarath has reserve for another term by qualified to hold position of Independent Director as company has defied and Independent Director more strictly than rules from Capital Market Supervisory Board (holds position of 9 years continually) In considering candidates to holds position of Directors, the company has no chance to shareholders to propose other person for consideration.

#### Agenda 6

To set the remuneration of Board of Directors

*(Voting method: using vote not less two in three of shareholders meeting and having right to vote)*

As company's Memorandum of Association No.16 concludes Directors may have a right to receive remuneration which consists of salary, meeting fees, bonus thus 2015 Annual General Meeting of Shareholders has set remuneration of Board of Directors as amounting of Baht 1,950,000 and will be allocated by time to time. For 2015 total amount for remuneration of Board of Directors equals to Baht 890,000. By this company had summarized the paying amount to Board of Directors individually which specified in the annual report and as in enclosure No.2 in the title of Shareholding Structure and Management as the subject of remuneration for Executive Directors.

Details	2015 (Baht)	2014 (Baht)
Approval amount	1,950,00.-	1,800,000.-
Actual amount paid	890,000.-	977,500.-

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the remuneration of Board of Directors for year 2016 as amounting Baht 1,950,000 which as the same amount when compared to year 2015. The Board of Directors had carefully considered by comparing the remuneration of the same business and economic situation which includes appropriate numbers of directors are consists as following

1. Compensation in cash such as allowance

(1) Chairman (every time attended the meeting)

- The remuneration for each month is equal to Baht 30,000.  
By this, if chairman received monthly salary of hold position as Chairman in affiliate companies then will receive allowance for the meeting equal to Baht 20,000.

(2) Director (every time attended the meeting)

- The remuneration for each month is equal to Baht 15,000.  
By this, if Directors received monthly salary of hold position as employee in affiliate companies then will receive allowance for the meeting equal to Baht 5,000.

(3) Audit Committee (every time attended the meeting)

- Allowance for Chairman of Audit committee Baht 25,000
- Allowance for Audit committee Baht 15,000

(4) Remuneration Committee (every time attended the meeting)

- Allowance for Chairman of Audit committee Baht 25,000  
Allowance for Audit committee Baht 15,000  
By this, if Directors received monthly salary of hold position as

employee in affiliate companies then will receive allowance for the meeting equal to Baht 5,000.

Agenda 7

To consider and appoint the Company's auditor and fix the auditor's fee for the year 2016

*(Voting method: using majority vote of shareholders meeting and having right to vote)*

According to the Public Limited Company Act BC 2535 Code Section 120, the Annual General Meeting Shareholders shall appoint the Company's auditor and fix the auditor's fee. The new auditor can be re-appointed and the Company's Article of Association No.43 indicates that the auditor must not be a director, employee or holds any position in the Company. The company's auditors of year 2015 are as follow:

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 and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266

Therefore, in the year 2016 audit committee had approved and proposed same auditors as following name list

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095  
(Authorized signature in company's financial statement since 2014 (4<sup>th</sup> year)  
and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No.4298  
(Never signed in company's financial statement) and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906  
(Never signed in company's financial statement) and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266  
(Never signed in company's financial statement)

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 2016 (Baht) (Proposed)	The amount of Auditor Fee in 2015 (Baht)
Review of Financial Statements, 1 <sup>st</sup> Quarter	200,000	194,670
Review of Financial Statements, 2 <sup>nd</sup> Quarter	200,000	194,670
Review of Financial Statements, 3 <sup>rd</sup> Quarter	200,000	194,670
Yearly Auditor Fee	1,050,000	973,350
<b>Total</b>	<b>1,650,000</b>	<b>1,557,360</b>

**Agenda 8 To consider other business (if any)**

The Board of Directors invites all shareholders to attend the meeting on the date, time and place. If shareholders are unable to attend the meeting by themselves and desire to give an individual a proxy, please use the provided proxy forms, enclosure No.10 and No.11, which also can be downloaded at [www.rwi.co.th](http://www.rwi.co.th) There are 3 proxy forms, only one form can be used and the proxy shall be sent to the Company at least one day prior to the meeting date to expedite the identity verification process.

In case of shareholders are unable to attend the meeting by themselves, Proxy can give to an individual or the following persons to attend the meeting and vote on the shareholder behalf as the name of independent direction as enclosure No. 5 and to meet the requirement of quorum according to the company's regulation.

All shareholders shall register for the meeting at the place of meeting from 8.00 a.m. Please be informed accordingly with most appreciation.

By the order of The Board of Director



Wutichai Leenabanchong

Chairman