



Invitation Letter To 2020 Annual General Meeting of Shareholders

**Tuesday 30 April 2020 at 9.30 am.
No.247, Romklao Road, Saensaeb, Minburi, Bangkok**

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Remark: Shareholders may see the Invitation Letter and enclosures at www.rwi.co.th from March 31, 2020

For more details please contacts

1. Nongnuch Kumchaithep Corporate Secretary TEL: 038-684-489Ext: 103
2. Thannaphan Supsakorn Investor Relation TEL: 02-049-1001 Ext: 4051
FAX: 02-049-1005

Measures for arranging meetings under the circumstances of Coronavirus Disease 2019

From situation under epidemic situations of Coronavirus Disease 2019 in Thailand Apart from this, epidemic situations of Coronavirus Disease 2019 in Thailand which has continually increased number of people infected continuously thus company is aware and concerned about the risk of the spread in the shareholder meeting therefore would like to take this opportunity cooperate and rehearse our understanding to the shareholders by follows information

1. Please cooperate with shareholders' proxies instead of attending the meeting in person

The company wishes to co-operate proxies instead of attending the meeting in person in order to prevent epidemic situations of Coronavirus Disease 2019 due to congestion of shareholders on meeting day which cannot be predicted and for your own hygiene. In addition, company requests cooperation with shareholders to consider granting a proxy to the directors to independent directors instead of attending the meeting in person (in accordance to enclosure no.9 and no.10)

2. Notify channel for sending questions in advance

Shareholders may send questions in advance related to agenda in written to nongnuch@rwi.co.th and/or tanapan@rwi.co.th thus company will record questions and answers in Minute of meeting and disclose to company's website

3. In case shareholders wish to attend the meeting by themselves;

The company asks shareholders to comply with the guidelines for conducting an annual general meeting of shareholders year 2020 strictly in order to prevent risk of epidemic situations of COVID-19 as follows:

- 3.1 Attendee need to fill out questionnaire in order to screen COVID-19 before attend the meeting in case you conceal your health information or travel history then considered as an offense in accordance to Communicable Diseases ACT, B.E. 2558 (in accordance to enclosure no.12)
- 3.2 Entering into the building there has a screen system as need time to process which may not be as convenience as previous year thus company reserves right to not allow shareholders or proxies with temperatures above 37.5 degrees Celsius as has not been screened into the meeting building
- 3.3 The company will not provide any snack or drink in meeting area thus there will be only bottled water provided in the meeting room
- 3.4 This year meeting will be conducted concisely and in accordance to agendas let legally so ask for cooperation or proxies as follows:
 - (1) Line up on screening point, document check point and registration point will spacing 1 Meter which may cause inconvenience
 - (2) Person who passed check point must attach stickers and put on a face mask while attending the meeting
 - (3) The meeting only received advance question in written only from shareholders or proxies through nongnuch@rwi.co.th and/or tanapan@rwi.co.th or given to company officers at the meeting by Board of Directors will arrange answer and disclose on company's website within 14 days counting from meeting date
 - (4) If there are changed for meeting place or there are additional requirements from government agencies then company will notify shareholders or proxies through Stock Exchange of Thailand website and company's website www.rwi.co.th in title of Investor Relations > Shareholders' meeting

March 31, 2020

**Invitation Letter of 2020 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

- Subject** Invite to attend 2020 Annual General Meeting of Shareholders
Attention Shareholders
Enclosure 1.The copy of minute of Extraordinary Meeting of Shareholders No.1-2019 dated December 17, 2019
2. The 2019 Annual Report in QR Code Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2019
 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 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
 12. COVID-19 Screening Form

Board of Director of Rayong Wire Industries Public Company Limited has resolved to schedule 2020 Annual General Meeting of Shareholders on Thursday, April 30, 2020 at 9.30 am, Meeting Room, 17thFloor, Rayong Wire Industries Public Company Limited, Supalai Grand Tower, No.1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 **To review and adopt minute of Extraordinary Meeting of Shareholders No.1-2019 dated December 17, 2019**

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

Objectives and reasonsThe Extraordinary Meeting of Shareholder has held on December17, 2019. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 day counting from date of Extraordinary Meeting of Shareholder No.1-2019 together with published on company's website www.rwi.co.th

The Board of Directors resolved to propose the minute held on December 17, 2019 Extraordinary Meeting of Shareholders to be considered and certified in this meeting. The Company has published minute of Extraordinary Meeting of Shareholders No.1-2019 on company's website together with invitation letter and related documents thus details shown in enclosure no.1

Agenda 2 **To acknowledge the report of the Board of Directors for the year 2019**

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

Objectives and reasons The Company had summarized the report of the Board of Directors as Company's operating results for the year 2019 which was appeared in 2019 Annual Report.

The Board of Directors resolved to submit the above mentioned 2019 report of Board of Directors and business operation to the shareholders for acknowledgment which company has summarized the past performance and significant changes that occurred in the year 2019 in enclosure No.2 (Annual Report RE: Explanation and Examination of Financial Status and Business operation)

Agenda 3 **To consider and approve the financial statements as ended December 31, 2019**

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

Objectives and reasons 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 for year 2019 as ended December 31, 2019 as certified by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte") and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2019

Comparison Table on company's Article of Association

| (Unit : Million Baht) | | | | |
|--------------------------------|-----------|-----------|---------------------|------------|
| Transaction | Year 2019 | Year 2018 | Increase (Decrease) | Percentage |
| Total Assets | 1,011.58 | 1,485.09 | (473.51) | (31.88) |
| Total Liabilities | 229.52 | 419.49 | (189.97) | (45.29) |
| Proportion of shareholders | 782.06 | 1,065.60 | (283.54) | (26.61) |
| Revenue from sales | 676.09 | 1,010.61 | (334.52) | (33.10) |
| Total Revenue | 683.97 | 1,106.63 | (422.66) | (38.19) |
| Total Expenses | 979.29 | 1,042.91 | (63.62) | (6.10) |
| Profit (Loss) Annually | (282.08) | 52.87 | (334.95) | (633.51) |
| Profit (Loss) Per Share (Baht) | (0.4433) | 0.0848 | (0.5281) | (622.76) |

With details as shown in financial statements of the Annual Report 2019 which were sent to the shareholders together with this invitation letter as specified in enclosure no.2

Agenda 4 **To consider profit allocation of omit dividend payment**

(Voting method: Using majority votes of shareholders present at the meeting and entitled to vote)

Objectives and reasons The Company's dividend payment policy is to pay dividend of not less than 50% of net profit after tax unless company has plans to invest more or other necessary

By this, year 2019 company consolidate financial statement has net loss from business operation in totaling of 282.08 Million Baht due to company need to reserve cash for working capital and investment in other project therefore Board of Directors proposed to omit dividend payment for 2019 business operation during January 1 – December 31, 2019

The Board of Directors resolved to propose the meeting to considering omit dividend payment for 2019 business operation during January 1 – December 31, 2019 and omit allocate of legal reserve

Agenda 5 **To appoint Directors whom retired by rotation**

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

Objectives and reasons 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 re-elect thus in this 2020 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

- | | | |
|-----------------|----------------|--|
| 1. Mr. Wutichai | Leenabanchong | Director |
| 2. Mr. Worawit | Siriwatwimon | Director, Independent Director and Chairman of Audit Committee |
| 3. Mr. Vichien | Sophanpanitkul | Director, Independent Director and Audit Committee |

The Board of Directors resolved that the meeting of shareholders approves re-elected above mentioned 3 directors for one more term as selection of replacement not passes Nomination Committee due to company has no Nomination Committee thus selection process Board of Directors (not included mentioned 3 directors) which is considered from individual qualifications of existing directors of company as has been screened by the Board of Directors that has suitable qualification for company's business as a person with knowledge, ability and basic expert from variety of profession in term of leadership, vision including morality, ethics and good attitude toward organization and good practice in term of directors thus uses their experiences and propose to organization includes is a person in accordance to legal qualification

and related announcement. By this, curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term specified in enclosure no.3

In this regard, Mr. Worawit Siriwatwimon and Mr. Vichien Sophanpanitkul as existing independent director was nominated to be a director for another term as having qualifications to be an independent director as determined by company which is stronger than independent director according to rules of the Capital Market Committee. Moreover, Mr. Worawit Siriwatwimon holding position of independent directors in totaling of 10 years as total proposed for this appointment of 13 years and Mr. Vichien Sophanpanitkul holding position of independent director 6 years and total proposed for this appointment of 9 years

In addition, in considering nomination of persons to serve as directors The Company does not allow shareholders to propose names of persons to be considered

Agenda 6 **To set the remuneration of Board of Directors for year 2020**

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

Objectives and reasons as company's Article of Association No.16 concludes Directors may have a right to receive remuneration which consists of rewards, meeting allowances, bonus or other benefits in other form as specified in Article of Association or consideration from shareholders thus year 2019 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 1,950,000 (once). Year 2019 actual amount paying of remuneration directors equals to Baht 1,125,000. By this, company has summarized amount of remuneration for directors individually for year 2019 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

| Details | Year 2020 (Proposed) | Year 2019 (Baht) | Year 2018 (Baht) |
|---|---------------------------------|-----------------------------|-----------------------------|
| Approval Limitation | 1,300,000.- | 1,950,000.- | 1,950,000.- |
| Actual Amount Paid Total meeting allowance | | 1,125,000.- | 840,000.- |
| Other benefits | -None- | -None- | -None- |

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the remuneration of Board of Directors for year 2020 as proposed by Nomination and Remuneration Committee as amounting Baht 1,300,000 which has decline when compared to year 2019. This does not include remuneration or welfare that directors receive as employees of the company which is scheduled to be paid once as carefully scrutinizing various appropriateness and compare references from the same industry, economic conditions including appropriateness of the number of the Board of Directors by following details:

1. Monetary Compensation: Meeting allowance

(1) Board of Director (all times attendance)

- Meeting allowance for Chairman equal to Baht 25,000.- (each time) thus for Chairman who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
- Meeting allowance for Director equal to Baht 15,000.- (each time) thus for Director who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting

(2) Audit Committee (all times attendance)

- Meeting allowance for Chairman of Audit Committee equal to Baht 25,000.-
- Meeting allowance for Audit Committee equal to Baht 15,000.-

(3) Remuneration Committee (all times attendance)

- Meeting allowance for Chairman of Nomination and Remuneration Committee equal to Baht 25,000.- thus for Chairman of Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
- Meeting allowance for Remuneration Committee equal to Baht 15,000.- thus for Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting

(4) Executive (all times attendance)

- Meeting allowance for Executive Chairman equal to Baht 15,000.- thus for Executive Chairman who receive regular salary from company or subsidiaries then will not receive meeting allowance
- Meeting allowance for Executive equal to 10,000.- thus for Executive who receive regular salary from company or subsidiaries then will not receive meeting allowance

2. Other compensation and benefits

The company has no policies on payment other compensation and benefits apart from compensation as directors or employee of company, no give out shares, debenture or other securities to Director and Executives

Agenda 7 To appoint auditor and set their fees of year 2020

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

Objectives and reasonsAccording section 120 of Public Limited Company Act BC 2535, Annual General Meeting of Shareholders shall appoint the company's auditor and fix auditors' fees. The new auditor can be re-appointed and company's Article of Association No.43 indicate that auditor must not be a director, employees or hold any position in the company. By this, company's auditors for year 2019 namely;

1. Dr. Suwatchai Meakhaamnouychai CPA.No. 6638 and/or
(Signed company's financial statement of year 2019 in totaling of 1 year)
2. Mr. Chavala Tienpasertkij CPA.No. 4301 and/or
(Never signed company's financial statement)
3. Dr. Kiatniyom Kuntisook CPA.No. 4800 and/or
(Signed company's financial statement of year 2019 in totaling of 1 year)
4. Mr. Wonlop Vilaivaravit CPA.No. 6797
(Never signed company's financial statement)

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

Propose 2020 Annual General Meeting of Shareholders to appoint new company's auditors in consideration of new auditor there are various factor to take into considerationsuch as independence, pass experiences, ability to give advice and useful advice for company and its subsidiaries remuneration therefore propose to appoint auditor of year 2020 from SP AUDIT COMPANY LIMITED as follows:

1. Miss Susan Eiamvanicha Certified Public Account No.4036 and/or
2. Mr. Suchart Panitcharoen Certified Public Account No.4475 and/or
3. Miss Chuenta Chommern Certified Public Account No.7570 and/or
4. Miss Wandee Eiamvanicha Certified Public Account No.8210 and/or
5. Mr. Kiatisak Vanithanun Certified Public Account No.9922

Which are expertise and there are standard as accepted generally due to independence, good working standards, enough support team and fully qualified according to the company's regulations and requirements of the Securities and Exchange Commission as performed well on duties toconsider following amount of remuneration:

| Details | Amount (Baht) Year 2020 (Proposed) | Amount (Baht) Year 2019 |
|--|--|----------------------------|
| Review of Financial Statements 1 st Quarter | 200,000.- | 240,000.- |
| Review of Financial Statements 2 nd Quarter | 200,000.- | 240,000.- |
| Review of Financial Statements 3 rd Quarter | 200,000.- | 240,000.- |
| Yearly Auditor Fees | 700,000.- | 980,000.- |
| TOTAL | 1,300,000.- | 1,700,000.- |

The Board of Directors According to the Public Limited Company Act, the Annual General Meeting of Shareholders shall appoint the Company's auditor and fix the auditor's fee every year by recommendation of Audit Committee. The Board of Directors resolved to propose the following name list:

1. Miss Susan Eiamvanicha Certified Public Account No.4036 and/or
2. Mr. Suchart Panitcharoen Certified Public Account No.4475 and/or
3. Miss Chuenta Chommern Certified Public Account No.7570 and/or
4. Miss Wandee Eiamvanicha Certified Public Account No.8210 and/or
5. Mr. Kiatisak Vanithanun Certified Public Account No.9922

From SP AUDIT COMPANY LIMITED to be company's auditor of year 2020 and determine audit fees for the year 2020 in the total amount of Baht 1,300,000 thus authorized auditors of company and its subsidiaries are one of authorized auditor in the name of SP AUDIT COMPANY LIMITED in order to make sure that financial statement finish on time.

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties thus so there are independently to audit and comments on company's financial statement

Agenda 8 Other business (if any)

The Board of Directors invites all shareholders to attend the meeting on the date, time and place starting from 8.30 am onward.

By this, Board of Director are allow shareholders to submit questions related to agenda of shareholders meeting before date of shareholders meeting thus send questions to company by following ways:

1. Shareholders may submit questions together with details (if any) and shareholders contact information such as Name-Last name, Phone number, FAX and E-mail etc.
2. Channels to send questions
 - Website : www.rwi.co.th
 - E-mail : nongnuch@rwi.co.th and/or tanapan@rwi.co.th
 - Registered mail send to Nongnuch Kumchaithep, Corporate secretary
3. Period of sending the questions: During April 10-27, 2020
4. Corporate Secretary will collect all questions and hand in to Executive Chairman to consider respectively.

In case shareholders send questions before the date of shareholders meeting then the company will considering on those questions and answer the question on date of shareholders meeting.

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.9 and No.10, which also can be downloaded at 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. Please send the proxy to company 1 business day before shareholders meeting date in order to facilitate the examination of evidence.

Please be informed for acknowledgement and Thank you so much

By the order of The Board of Director



Wutichai Leenabanchong
Chairman

**Minute of Extraordinary Meeting of Shareholders No.1-2019
Rayong Wire Industries Public Company Limited**

| | | |
|----------------------------|---|--|
| Date | : | Tuesday, December 17, 2019 at 9.30 a.m. |
| Place | : | Supalai Grand Tower, Convention Room, 33th Floor, No.1011 Rama 3 Road, Chongnonsi, Yannawa, Bangkok |
| Chairman | : | Mr. Wutichai Leenabanchong Chairman |
| Secretary's meeting | : | Miss Nongnuch Khamchaithep Corporate Secretary |
| The Right to attend | : | Number of shareholders who holds the shares at the closing date of registration was November 28, 2019 ("record date") amounting of 2,435 shareholders or totaling of 636,365,186 shares. |
| Agenda 1 | : | Number of shareholders and proxies attending the meeting were 69 as 464,778,734 shares representing 73.04 percent of all shares which meet the quorum follow to regulation of company |
| Agenda 2 | : | Number of shareholders and proxies attending the meeting were 71 as 464,788,843 shares representing 73.04 percent of all shares which meet the quorum follow to regulation of company |
| Agenda 3-4 | : | Number of shareholders and proxies attending the meeting were 73 as 464,789,085 shares representing 73.04 percent of all shares which meet the quorum follow to regulation of company |

Before the Meeting Started

Mr. Thannaphan Supsakornas representative of the meeting saluted Rayong Wire Industries Public Company Limited Extraordinary Meeting of Shareholders No.1-2019 there were 37 shareholders as representing 8,543,792 shares and proxies from shareholders in totaling of 32 shareholders as representing 456,234,942 shares therefore shareholders and proxies in totaling of 69 shareholders holding 464,778,734 shares, equivalent to 73.04 percent of total shares sold which constituted a quorum pursuant to Company's Article of Association No.35 as well as introduced The Board of Directors, Executive Directors, Company's auditor and law counsel from Banchong and Wittaya Law Office to the meeting as follows;

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

| | | |
|-----------------|----------------|---|
| 1. Mr. Wutichai | Leenabanchong | Chairman, Executive Chairman and Managing Director |
| 2. Mr. Worawit | Siriwatwimon | Vice Chairman, Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee |
| 3. Mr. Wichain | Sopanpanichkul | Independent Director, Audit committee and Remuneration Committee |
| 4. Mr. Aniwut | Pongpajit | Independent Director, Audit committee |

| | | |
|---------------------|--------------------|---|
| 5. Mr. Theerachai | Leenabanchong | Director |
| 6. Miss Usara | Pattatung | Director and Executive Director |
| 7. Miss Nongnuch | Khamchaithep | Director, Executive Director, Corporate Secretary and Director (Accounting and Finance) |
| 8. Miss Laphassarin | Kraiwongwanitruong | Director, Executive Director and Remuneration Committee |

The name of Director not attended meeting

| | | |
|----------------|---------|---|
| 1. Mr. Jessada | Sornsuk | Director and Executive Director Not attended the meeting due to business engagement |
|----------------|---------|---|

The name of Executive attended the meeting were as follows

| | | |
|-----------------|--------------------|---|
| 1. Mr. Udom | Tungdechtheerachai | Director (Sales and Marketing) |
| 2. Mr. Sanae | Charoensook | Senior Manager (Information Technology) |
| 3. Mr. Sippawit | Baodee | Senior Manager (Production Engineering) |

Mr. Wutichai Leenabanchong (Chairman) was elected as chairperson of the meeting together with welcome shareholders to Extraordinary Meeting of Shareholders No.1-2019 and handles to Mr. Thannaphan Supsakornto 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 318,182,593

In addition, here are voting methods clarify as follows:

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 2019 Annual General Meeting of Shareholders which held on April 30, 2019

Mr. Wutichai Leenabanchong as chairperson of the meeting had informed on enclosed the report of 2019 Annual General Meeting of Shareholders thus Board of Directors consider that minute of the meeting have been correctly recorded and submitted to The Stock Exchange of Thailand within 14 days and disclose on company's website therefore, it is appropriate to propose a report of 2019 Annual General Meeting of Shareholders as Boards considers mentioned minutes were recorded correctly which match the resolution of the meeting. The company has send copies of minutes together with invitation letter to shareholders as details show in enclosure no.1 before meeting was held.

Mr. Wutichai Leenabanchong as chairperson of the meeting has asked is there any question of this agenda thus questions are as follows:

Mr. Narongchai Simaroth: Shareholder

According to 2019 Annual General Meeting of Shareholders held on April 30, 2019 has purposed to the meeting on dividend payment of Baht 0.05 per share not Baht 0.50 per share therefore, requested the meeting to amend before considering and certifying the minutes of the meeting

Mr. Wutichai Leenabanchong: Chairman

Acknowledgement

Mr. Narongchai Simaroth: Shareholder

According to the interview; with joint venture from Republic of China what is currently being done?

Mr. Wutichai Leenabanchong: Chairman

In the process of studying information whether to invest or not, any risk occur thus joint venture from Republic of China would like to establish a production base in Thailand to send products to America for beneficial in tax but if there is no problem with international trade taxes with America, then setting up a factory in Thailand is not worth it so these need to be considers in vary fields. However, the company looking from many opportunities apart from current business thus we studying pile foundry which may find joint venture partners these could make company to increase in revenue and there are many other businesses that executives and the board of directors are studying

Presently, steel business is downtrend, fluctuation, high competitive and more strengthened in value of "Baht" which resulting in higher price in product as company normally exports to England when competitors who are exporting products cannot export due to higher price according to the baht value therefore making sales in the country is more competitive

Mr. Narongchai Simaroth: Shareholder

Currently, the government has a primary investment project EEC (Eastern Economic Corridor) happened in Rayong Province; what products does the company have that can be sold for this project?

Mr. Wutichai Leenabanchong: Chairman

Currently, the company has sell products to government and assigned to Mr. Udom Tungdechtheerachai to report this

Mr. Udom Tungdechtheerachai as Director (Sales and Marketing) has informed to the meeting; in the past, only sold to foundry customers furthermore company has increase in term of capacity in production to project customers. Currently, company sold steel for railway sleepers, double track, high speed train and also expanding to customers that do motorway projects. By this, company has concessionaire for Rama 3 Expressway Project; we have good qualification products and presently company is still dealing with each other

Miss Suwannee Chiansirikraiwuth: Shareholder

Does company import raw materials from Thailand or abroad to produce steels?

Miss Nongnuch Kumchaithep: Director and Executive

For raw materials; company import both from Thailand and abroad by mostly 90 percent from China however, it must be compared with domestic price as well in order to compare to prices to many manufacturer

Miss Suwannee Chiansirikraiwuth: Shareholder

Currently products of company are difficult to sell or cannot sell due to strengthened in value of Baht which lead to more competitive in the market, most raw materials are export from abroad and heavy products thus best way is to sales to nearby customers so do not have to pay lots of transportation cost which is certain cost; moreover if company still sold products to England How much is the percentage difference compared to strengthened in value of baht; and would like to know the perspective on how the company has a future; in accordance to joint venture with foundry / means cast into a pole or other products

Mr. Wutichai Leenabanchong: Chairman

The word of cannot sell products due to producing product for export which will be sold in dollar or pound in customers has choice to choose. Products of company are meet requirement of international market but due to strengthened in value of "Baht" resulting in higher cost of products so it difficult to complete with international markets

For Joint Venture for production of foundry; the company is manufacturer in wire rods thus currently government projects are occurs therefore demand for pile foundation is increasing; The company has a project to invest in the production of Spun Micro Pile (Spun Pile) which uses high technology, quality pile, support lots of weight, usage in large government projects e.g. motorway express or sky train project (less competitor). In addition, is a project which company take into consideration due to the company has foundry, raw materials and good technology which will improve company's performances

Miss Suwannee Chiansirikraiwuth: Shareholder

Due to above reasons or not then need to increase capital and issuance of RWI-W2; how much does it cost for each project?

Mr. Wutichai Leenabanchong: Chairman

Due to above reason therefore company need to increase capital and issuance of RWI-W2; currently company has produces PC Wire and PC Stand therefore company has the idea to expand to related businesses and have expertise which has been considered about 2-3 projects as estimate time of 2-3 years in order to improve growth of company. By this, its only estimate for funding therefore should issuance of RWI-W2 to shareholders with no charge in order to raise funds; as for the investment, how The Company will consider carefully and will inform you from time to time

Miss Suwannee Chiansirikraiwuth: Shareholder

As chairperson said; means that executives of company is confident that issuance of RWI-W2 will have shareholders exercise the right to purchase

Mr. Wutichai Leenabanchong: Chairman

In addition, it's depend on business turnover apart from issuance of warrant or projects to invests there is still solve to the problem of the company's products as downtrend of steel business therefore company need to close any risk occurs. In addition, if fluctuation in price then will effect a lot on company's profits. In the past, affect company in quarter 2 and quarter 3 thus quarter 4 we assume that will have a better business turnover. At the beginning of next year will solve problem and better control which will try to make profit due to company will invest in other projects that provide more benefits

Miss Aree Gongphanpanich : Representative from Thai Investor Association

The registered capital of company equal to 636,365,186 shares right?

Mr. Wutichai Leenabanchong: Chairman

Currently, registered capital of company equal to 636,365,186 shares as par value of Baht 0.50 and paid up capital of Baht 318,182,593

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 2019 Annual General Meeting of Shareholders held on April 30, 2019.

Resolution The shareholders, meeting approved a resolution by unanimous votes as follows

| Resolution | Number Of Shareholders | 1 share equals 1 vote | Percentage of shares attended meeting and right to votes |
|---|-------------------------------|------------------------------|---|
| Agreed | 69 | 464,778,734 | 100.00 |
| Disagreed | 0 | 0 | 0.00 |
| Abstained | 0 | 0 | 0.00 |
| Voided Ballot | 0 | 0 | 0.00 |
| Number of 464,778,734 total votes attended the meeting and right to votes | | | |

Agenda 2 To consider and approve increase in the registered capital and amend Memorandum of Association No.4 in accordance to increase registered capital

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Nongnuch Kumchaithep as Director and Executive Director to report this.

Miss Nongnuch Kumchaithep as Director and Executive Director has informed to the meeting, Board of Directors would like to propose to the meeting for approval of increase registered capital from Baht 318,182,593 to Baht 477,273,889.50 by issuing newly ordinary shares as amounting of 318,182,593 shares as par value of Baht 0.50 to reserve right of warrant RWI-W2 Details of capital increase is specified in enclosure no.2 and amend Memorandum of Association No.4 RE: Registered Capital by cancel original information and using new information as follows:

| | | | |
|-------|--------------------|----------------|--------|
| “No.4 | Registered Capital | 477,273,889.50 | Baht |
| | Consists of | 954,547,779 | Shares |
| | Price per share | 0.50 | Baht |
| | By | | |
| | Ordinary Share | 954,547,779 | Shares |
| | Preferred Shares | - | Share” |

Apart from this, Board of Directors proposed shareholders meeting to consider granting power to authorized person assigned by Board of Directors to amend Memorandum of Association at Department of Business Development, Ministry of Commerce to have power to amend word or other process in accordance to registrar

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 consider on decrease registered capital and amend Memorandum of Association No.4

Resolution The shareholders, meeting approved a resolution by voting more than three in fourth of decrease registered capital from Baht 318,182,593 to Baht 477,273,889.50 by issuance newly ordinary shares of 318,182,593 shares as par value of Baht 0.50 and approve on amend memorandum of association no.4 to be in accordance to registered capital and authorized as proposed by following votes

| Resolution | Number Of Shareholders | 1 share equals 1 vote | Percentage of shares attended meeting and right to votes |
|---|-------------------------------|------------------------------|---|
| Agreed | 71 | 464,788,843 | 100.00 |
| Disagreed | 0 | 0 | 0.00 |
| Abstained | 0 | 0 | 0.00 |
| Voided Ballot | 0 | 0 | 0.00 |
| Number of 464,788,843 total votes attended the meeting and right to votes | | | |

Agenda 3 To consider and approve allocation of newly ordinary shares

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Laphassarin Kraiwongwanitruong as Director and Executive Director to report this.

Miss Laphassarin Kraiwongwanitruong as Director and Executive Director has informed to the meeting in accordance to approval of increase registered capital as mentioned in agenda 2; Board of Director would like to propose to the meeting for approval of allotment newly ordinary shares as amounting of 318,182,593 as par value of Baht 0.50 in order to reserve for right of warrant RWI-W2 by right offering with no charge

In addition, the company has schedule right of entitlement date (record date) to have right to reserve RWI-W2 on January 6, 2020 therefore whose name shown on record date will have right to receive RWI-W2 as issuance and offering this time

Mr. Wutichai Leenabanchong as chairperson of the meeting has asked is there any question of this agenda thus questions are as follows:

Mr. Chawapong Wasuthaipitak: Shareholder

In agenda 4; To consider and approve issuance and offering of warrant RWI-W2 for Right Offers by proportion of holding shares should be consider before agenda 3; To consider and approve allocation of newly ordinary shares

Mr. Wutichai Leenabanchong: Chairman

The company needs to consider on allotment of ordinary shares before issuance of warrant as agenda 3 allocations of newly ordinary shares; If the company does not allocate additional shares to support the issuance of warrants, it will not be able to proceed to Agenda 4 therefore order of the agendas must be in accordance to proposals for approval. In this regard, inquiries from the SEC Office and the Ministry of Commerce have been completed

Miss Laphassarin Kraiwongwanitruong: Director and Executive

Due to we are public company limited therefore in order to issue newly ordinary shares as process need to registered at Ministry of Commerce first, requesting approval for agenda 2 then allocation of newly ordinary shares in agenda 3 of Baht 318,182,593 in order to reserve for right of warrant (RWI-W2) As the board of directors has to obtain approval from the shareholders to issue warrants but before issuance of warrant need approval from shareholders on allocation newly ordinary shares first so much be in order. The company could not issue warrant before approval from shareholders

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 approve allocation of newly ordinary shares as above details

Resolution The shareholders, meeting approved a resolution by unanimous votes on allocation of newly ordinary shares as amounting of 318,182,593 shares as par value of Baht 0.50 in order to reserve right of RWI-W2 as offering to existing shareholders by proportion of holding shares by no charge by following votes

| Resolution | Number Of Shareholders | 1 share equals 1 vote | Percentage of shares attended meeting and right to votes |
|---|-------------------------------|------------------------------|---|
| Agreed | 73 | 464,789,085 | 100.00 |
| Disagreed | 0 | 0 | 0.00 |
| Abstained | 0 | 0 | 0.00 |
| Voided Ballot | 0 | 0 | 0.00 |
| Number of 464,789,085 total votes attended the meeting and right to votes | | | |

Agenda 4 To consider and approve issuance and offering of warrant RWI-W2 for Right Offers by proportion of holding shares

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Usara Pattatung as Director and Executive Director to report this

Miss Usara Pattatung as Director and Executive Director has informed to the meeting; Board of Directors has proposed to the meeting to approve issuance and offerings of warrant to purchase ordinary shares of company no.2 ("warrant no.2" or "RWI-W2") as amount not exceed 318,182,593 unit to existing shareholders with no charge by proportion of holding shares at ratio 2 existing ordinary shares to 1 unit of warrant (any fraction discarded) exercise price of Baht 1.50 per share. As details shown in Summary of Preliminary details of Warrant to purchase ordinary shares of the company no.2 (RWI-W2) (enclosure no.3) in invitation letter which had been sent to all shareholders

By this, authorize Board of Directors and/or Executives and/or Chairman and/or Executive Chairman to determine and changes rules, conditions and other details including but not limited to exercise price and exercise rate, allocation and issuance date of warrants as well as power to determine cause of issuance of new ordinary shares to reserve changes in exercise price and/or ratio of warrants including any necessary and appropriate actions regarding issuance of warrant and registered of warrants to Market for Alternative Investment along with requesting permission from related agencies

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 approve issuance and offering of warrant RWI-W2 for Right Offers by proportion of holding shares as proposed

Resolution The shareholders, meeting approved a resolution by unanimous votes on issuance and offering of warrant no.2 ("warrant no.2" or "RWI-W2") as amount not exceed 318,182,593 units to existing shareholders with no charge by proportion of holding shares in ratio of 2 existing ordinary shares to 1 unit of warrant (any fraction discarded) at price of Baht 1.50 per share thus approve all proposed authorization by following votes

| Resolution | Number Of Shareholders | 1 share equals 1 vote | Percentage of shares attended meeting and right to votes |
|---|-------------------------------|------------------------------|---|
| Agreed | 73 | 464,789,085 | 100.00 |
| Disagreed | 0 | 0 | 0.00 |
| Abstained | 0 | 0 | 0.00 |
| Voided Ballot | 0 | 0 | 0.00 |
| Number of 464,789,085 total votes attended the meeting and right to votes | | | |

Agenda 5 Other business (if any)

Chairperson has informed to the meeting; now is the end of all agendas which clarify in the invitation letter and has asked are there any more proposals or not thus questions are as follows:

Mr. Narongchai Simaroth: Shareholder

The company has loss over 100 Million Baht due to investment in EMC or not thus tendency of holding more than 1 year should be available for sale

Mr. Wutichai Leenabanchong: Chairman

It is an accounting loss that has not been recognized yet. Not yet realized

Miss Suwannee Chiansirikraiwuth: Shareholder

Price of company's shares equal to Baht 1.30 but exercise price for warrant equal to Baht 1.50; how much will shareholders be exercised and how much will the investment be expected?

Mr. Wutichai Leenabanchong: Chairman

In term on price of shares; even though CEN is a major shareholder but stock price is not an importance key point; earning per share need to be positive as informed to know that the company will have investment as situation next year should be improve. By this, Executive Board will consider on investment which good business turnover as lead to shareholders more confidence to company. The company strives to maximize profit and will increase profits every quarter. In the first, second, and third quarters, it is a crisis period. The company believes that it will be profitable at the beginning of next year.

The investment in new project will use approximately 100 million baht of funds which percentage of joint venture is still being studied in various details. To be suitable for the issuance of warrants

Miss Suwannee Chiansirikraiwuth: Shareholder

In accordance to Minute of 2019 Annual General Meeting of Shareholders; agenda 2 February 2019 Company has acknowledge concerning Private Sector Collective Action Coalition Against Corruption which some of these need to be improve what topics that company should modify

Mr. Wutichai Leenabanchong: Chairman

The company has now resolved and announcement has been completed, with no amendments in term of information and some principles by this we get approval from CAC

Miss Suwannee Chiansirikraiwoth: Shareholder

Investment in EMC how's going? And the tendency to do to receive compensation

Mr. Wutichai Leenabanchong: Chairman

For the investment in the company, there will be a committee to consider and notify the SEC office; The Company does not have any separate executives or management activities which are clearly separated thus company and EMC has no relationship among each other. The process of investment. There are steps and methods which going back last year will have profits from investing in shares of over 100 million baht. The Board thinks that this investment will benefit the company

Miss Nongnuch Kumchaithep: Director and Executive

Financial Statement presented to shareholders and Stock Exchange of Thailand It is the period of the capital market that is the downturn in the first quarter to the 3rd quarter losses are recognized. Previously the company has profits from investing in shares of over 100 million baht in comparison on loss of 10 million baht. Before the company has invest in any projects we have studied thus before company will invest in EMC will have a large amount of losses but while entering into the investment EMC has continuous positive operating results

Miss Suwannee Chiansirikraiwoth: Shareholder

Apart from investing in EMC are there any other investments?

Miss Nongnuch Kumchaithep: Director and Executive

Investment in SET and MAI

There is no other proposal then chairperson of this meeting In the name of Board of Directors, Executives thank you all once again for taking time to attending the meeting and asked the meeting closed at present.

The meeting was adjourned at 10.55 am.

-Wutichai Leenabanchong-

(Mr. Wutichai Leenabanchong)

Chairperson

Certified true and correct

-Nongnuch Kumchaithep-

(Miss Nongnuch Kumchaithep)

Director

-Laphassarin Kraiwongwanitruong-

(Miss Laphassarin Kraiwongwanitruong)

Director

**Curriculum vitae of person nominated for appointments as Directors
in replace of Directors retiring at the expiration of term**

1. Curriculum vitae of person nominated

1.1 Mr. Wutichai Leenabanchong



- **Age** : 55 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Chairman,
Executive Chairman and
Managing Director
- **Highest Educational** :
 - Master of Business Law (Faculty of Law) Chulalongkorn University
 - Master of Business Administration(Faculty of Commerce and Accountancy)
Chulalongkorn University
 - Bachelor of Engineering Program in Mechanical Engineering Chiangmai University
- **Training roles of Directors from Thai Institute of Director (IOD) :**
 - Directors Accreditation Program (DAP) No.78/2009
 - Financial Statement for Directors (FSD) No.4/2009
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such BoardofDirectors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 11 Year (since Year 2008)
- **Experiences/Specialize** : Business Administration,
Engineering
- **Term of Director** : 3 Years
- **Proportion of holding company shares
(among himself/spouse/under children)** : 450 shares or 0.0001%
- **Relationship among Executives** : Cousin with
Mr. Theerachai Leenabanchong

- **Work Experience**

| | | |
|--|---|----------------------------------|
| Holds position in listed companies as mother company totaling of 1 place | | |
| Year 2008 – Present | Chairman Executive Chairman Acting of Chief Executive Officer | Capital Engineering Network PCL. |
| Holds position in listed company which in group totaling of 1 place | | |
| Year 2008 – Present | Chairman | Ua Withya PCL. |
| Holds position in related in totaling of 9 places | | |
| Year 2008 – Present | Chairman | Enesol Co., Ltd |
| Year 2010 – Present | Chairman | Pipe Line EngineeringCo., Ltd |
| Year 2012 – Present | Chairman | Evergreen Biomass Co., Ltd |
| Year 2013 – Present | Chairman | WJC Enterprise Co., Ltd |
| Year 2015 – Present | Chairman | Paradise Green Energy Co., Ltd |
| Year 2015 – Present | Chairman | UWC KOMEN BIOMASS Co., Ltd |
| Year 2015 – Present | Chairman | UWC ULTRA ASIA Co., Ltd |
| Year 2016 – Present | Chairman | UWC AMPHAN CO., Ltd |
| Year 2016 – Present | Chairman | SATUEK BIOMASS Co., Ltd |
| Holding position in other company which may have conflict of interest to company –None– | | |

- **Prohibited Qualification**

- No record of committing criminal offenses against property by corruption
- No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.

- **Number of attended meeting in the past year**

- Board of Directors 7/7 Time
- Executive Directors 11/11 Time
- Remuneration Committee 1/1 Time
- Annual General Meeting of Shareholders 1/1 Time
- Extraordinary Meeting of Shareholders 1/1 Time

1.2 Mr. Worawit Siriwatwimon



- **Age** : 61 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Independent Director, Chairman Audit Committee and Chairman of Remuneration Committee
- **Highest Educational** :
 - Master of Business Administration (Marketing and Finance), Sripatum University
 - Bachelor Degree (Journalism), Thammasat University
- **Training roles of Directors from Thai Institute of Director (IOD) :**
 - Directors Accreditation Program (DAP) No.21/2004
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 10 Years (since 2009)
- **Duration on holding position of Independent Director** : 10 Years (since 2009)
- **Experiences/Specialize** : Business Administration (Accounting and Finance)
- **Term of Director** : 3 Years
- **Proportion of holding company shares (among himself/spouse/under children)** : -None-
- **Relationship among Executive** : -None-
- **Work Experiences**

| | | |
|---|----------|-----------|
| Holds position in registered company–None- | | |
| Holds position in related company–None- | | |
| Holds position in registered company in totaling of 1 place | | |
| Year 2007 – Present | Chairman | VSSN PCL. |
| Holds position in other companies which may have conflict of interest among company -None- | | |

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.

- **Number of attended meeting in the past year**

| | | |
|--|-----|-------|
| - Board of Directors | 7/7 | Times |
| - Audit Committee | 6/6 | Times |
| - Remuneration Committee | 2/2 | Time |
| - Annual General Meeting of Shareholders | 1/1 | Time |
| - Extraordinary shareholders | 1/1 | Time |

1.3 Mr. Vichien Sophanpanitkul

- **Age** : 59 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Independent Director
Audit Committee and
Remuneration Committee
- **Highest Educational** :
 - Master of Business Administration, Ramkhamhaeng University
 - Bachelor of Law, Ramkhamhaeng University
 - Bachelor Degree (Accounting), Thammasat University
- **Training roles of Directors from Thai Institute of Director (IOD) :**
 - Directors Accreditation Program (DAP) No.104/2013
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 6 Years (since 2013)
- **Duration on holding position of Independent Director** : 6 Years (since 2013)
- **Experiences/Specialize** : Business Administration
(Accounting and Finance)
- **Term of Director** : 3 Years
- **Proportion of holding company shares (among himself/spouse/under children)** : -None-
- **Relationship among Executive** : -None-
- **Work Experiences**



| | | |
|---|--|---|
| Holds position in registered company -None- | | |
| Holds position in related company -None- | | |
| Holds position in registered company in totaling of 5 places | | |
| Year 2011 – Present | Director “Housing Estate Juristic Person, Baan KlangMuang” | De Paris Ratchavipa |
| Year 2007 – Present | Consultant | La Chule’ Cosmetic (Thailand) Co., Ltd |
| Year 1997 – Present | Consultant | S.P.A International Food Group Co., Ltd |
| Year 1992 – Present | Owner and Head of Office | Charoensook Accounting and Law |
| Year 1992 – Present | Consultant | Asa Bangkok Co., Ltd |
| Holds position in other companies which may have conflict of interest among company -None- | | |

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.

- **Number of attended meeting in the past year**
 - Board of Directors 7/7 Time
 - Audit Committee 6/6 Time
 - Remuneration Committee 2/2 Time
 - Annual General Meeting of Shareholders 1/1 Time
 - Extraordinary Meeting of Shareholders 1/1 Time

2. Relationship of nominated person which qualified as an Independent Director

| Relationship | Nominated person who qualified as an Independent Director | |
|---|---|----------------------------|
| | Mr. Worawit Siriwatwimon | Mr. Vichien Sophanpanitkul |
| Proportion of holding shares <ul style="list-style-type: none"> - Amount of shares - Proportion number of shares entitled to votes | None None | None None |
| Relatives with executives/ major shareholders/ of company / subsidiaries | No | No |
| Having relationship with the following manners with company/ major company / subsidiaries / associated company or juristic person with conflict in the present or in the past 2 years (1) Directors involved in management / employees or consultant who receives a regular salary | None | None |
| (2) Professional services provider (e.g. auditor or consultant who receives a regular salary) | None | None |
| (3) Professional services provider (e.g. auditor or law consultant) | None | None |
| (4) Relationship among business (e.g. purchase / selling raw materials/ products/ services/ lending or borrowing money) please specify size of transaction | None | None |

Definition of Independent Director

Rayong Wire Industries Public Company Limited had defines the definition of Independent Director which in more strict than regulations from The Securities and Exchange Commission and The Stock Exchange of Thailand as follows

1. Holding share not more than 0.5 percent of total qualified votes of company, major company, subsidiaries, associates, major shareholders or authorized person whom controls the company. By this, includes holding shares for related person to individual independent.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person whom controls company, subsidiaries, associates, same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, relationship not includes Independent formers governor or consultant of governor which are major shareholders or authorized person whom control company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse's child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with company, major company, subsidiaries, Associates, major shareholders or company control person in nature of interfere with independent discretion nor are or having been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3 percent of company Enclosure no.4 tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with same person.

5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or having been a significant shareholders or who has control of people or partner of Audit Firm with partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from company, subsidiaries, associates, major shareholders or people control company nor are or having been a significant shareholders or who has control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
7. Not be appointed Directors for behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held more than 1 percent of overall Ordinary Share of another company which operates the same business and be a significant with company or subsidiaries.
9. No other characteristic preventing the independent opinion of company operation.

After the appointment of independent directors whose characters stipulated on clause 1 to 9, the independent directors may be assigned by Board of Directors to decide on the operation of company, major company, subsidiaries, subsidiary of the same level, major shareholders or authorized person of company in Collective decision form.

Profile of Independent Directors being nominated as Proxies by Shareholders



| | | | |
|--|--|----------|---------------|
| Name – Surname | Mr. Worawit Siriwatwimon | | |
| Age (Year) | 61 | | |
| Address | 1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 | | |
| Position in company | Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee | | |
| Educational Qualification | <ul style="list-style-type: none"> - Master of Business Administration (Marketing and Finance), Sripatum University - Bachelor Degree (Journalism), Thammasat University | | |
| Training Roles of Director | - Directors Accreditation Program (DAP) No.21/2004 | | |
| Work Experience | Year 2007 – Present | Chairman | VSSN Co., Ltd |
| Proportion of holding shares | -None- | | |
| Illegal history in the past 10 years | -None- | | |
| Family relations between executives | -None- | | |
| Agenda with interest in this shareholders' meeting | Agenda 5 To consider the election of directors in place of those retired by rotation because it is the person who retired by rotation as has been nominated to be elected as a director for another term, has no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria | | |
| Attendance of meeting From the past year | <ul style="list-style-type: none"> - Board of Directors 7/7 Time - Audit Committee 6/6 Time - Remuneration Committee 2/2 Time - Annual General Meeting of Shareholders 1/1 Time - Extraordinary Meeting of Shareholders 1/1 Time | | |
| Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years | | | |
| 1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary | -None- | | |
| 2. Is a professional service provider (such as an auditor, legal counsel) | -None- | | |
| 3. Have significant business relationships Which may result in the inability to function independently | -None- | | |



| | | | |
|--|--|------------|--|
| Name – Surname | Mr. Wichien Sophanpanitkul | | |
| Age (Year) | 59 | | |
| Address | 1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 | | |
| Position in company | Independent Director, Audit Committee and Remuneration Committee | | |
| Educational Qualification | <ul style="list-style-type: none"> - Master of Business Administration, Ramkhamhaeng University - Bachelor Degree of Law, Ramkhamhaeng University - Bachelor of Accounting, Thammasat University | | |
| Training Roles of Director | - Directors Accreditation Program (DAP) No.104/2013 | | |
| Work Experience | Year 2011 – Present | Director | Housing Estate of The Paris Ratchavipa |
| | Year 2007 – Present | Consultant | LachuleCosmetics (Thailand) Co., Ltd |
| | Year 1997 – Present | Consultant | SPA International Food Group Co., Ltd |
| | Year 1992 – Present | Owner and | Charoen sook Account and Law |
| | | | Head Office Company Officer |
| | Year 1992 – Present | Consultant | Arsabangkok Co., Ltd |
| Proportion of holding shares | -None- | | |
| Illegal history in the past 10 years | -None- | | |
| Family relations between executives | -None- | | |
| Agenda with interest in this shareholders' meeting | Agenda 5 To consider the election of directors in place of those retired by rotation because it is the person who retired by rotation as has been nominated to be elected as a director for another term, has no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria | | |
| Attendance of meeting From the past year | - Board of Directors | 7/7 | Time |
| | - Audit Committee | 6/6 | Time |
| | - Remuneration Committee | 2/2 | Time |
| | - Annual General Meeting of Shareholders | 1/1 | Time |
| | - Extraordinary Meeting of Shareholders | 1/1 | Time |
| Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years | | | |
| 1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary | | | -None- |
| 2. Is a professional service provider (such as an auditor, legal counsel) | | | -None- |
| 3. Have significant business relationships Which may result in the inability to function independently | | | -None- |



| | | |
|--|--|---|
| Name – Surname | Mr. Aniwut Pongpajit | |
| Age (Year) | 58 | |
| Address | 1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 | |
| Position in company | Independent Director, Audit Committee | |
| Educational Qualification | - Bachelor Degree of Business Administration (Marketing), Dhurakij Pundit University - Chula Mini MBA, Chulalongkorn University (Business Administration) | |
| Training Roles of Director | - Directors Accreditation Program (DAP) No.165/2019 | |
| Work Experience | Present | Executive (Hotel & Resort), Belmont Village Company Limited Consultant, Eco Pool Builder Company Limited |
| | Year 2007 | Consultant, The Thai United Insurance Public Company Limited |
| Proportion of holding shares | -None- | |
| Illegal history in the past 10 years | -None- | |
| Family relations between executives | -None- | |
| Agenda with interest in this shareholders' meeting | - None- | |
| Attendance of meeting From the past year | - Board of Directors | 1/1 Time |
| | - Audit Committee | 1/1 Time |
| | - Extraordinary Meeting of Shareholders | 2/2 Time |
| Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years | | |
| 1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary | | -None- |
| 2. Is a professional service provider (such as an auditor, legal counsel) | | -None- |
| 3. Have significant business relationships Which may result in the inability to function independently | | -None- |

Company's Regulations Regarding the Meeting of Shareholders
Meeting of Shareholders

Article 33. Board of Director must schedule shareholders meeting annually within 4 months after ending fiscal year of company

Other shareholders meeting except mentioned will called Extraordinary Meeting of Shareholders; Board of Director may called the meeting anytime as necessary or when one or many shareholders as when counted shares together in totaling not more than ten percent of total shares sold will name each other, make a letter requesting the board to set Annual General Meeting of Shareholders to name as Extraordinary Meeting of Shareholders at any time but need to specify subject and reasons for requesting clearly in this case Board need to schedule shareholders meeting within forty five days counting from day receive letter from shareholders

In case Board has not schedule shareholders meeting within mentioned in paragraph two those shareholders whose name each other or other shareholders combined number of shares as required can call the meeting itself within forty five days counting from due to the time period specified in paragraph one in this case shall be considered as a meeting of shareholders which Board of Directors convenes so company need to be responsible for necessary expenses incurred from arranging meeting and facilitating as appropriate

In case shareholders meeting happened according to paragraph three; number of shareholders attended the meeting not meet quorum as required in Article of Association No.35 as shareholders responsible for any compensation of damages arising from arrange the meeting

Article 34. To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or a branch of the Company is located or unless otherwise stipulated by the articles of association.

Article 35. In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one-third of the total number of authorized shares, or the number of shareholders and proxies (if any) attending shall not be less than one-half of the total number of shareholders and Enclosure no.6 the number of shares combined shall not be less than one-third of the total number of authorized shares to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholders such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38. At an Annual General Meeting of Shareholders, the agenda shall include the following.

- 1) To consider the board of directors' report proposed to the meeting to show the operating results of the past year.
- 2) To consider and approve the Company's financial statements.
- 3) To consider the allocation of the net profit.
- 4) To elect new directors in replacement of those retired by rotation.
- 5) To appoint the Company's auditor and to fix the auditor's fee.
- 6) Other matters.

Giving a Proxy for Attending a Meeting of Shareholders and Voting Right of Shareholders

Article 36. In a meeting of shareholders, a shareholder may give a proxy to a person who has become one's legal age to attend the meeting and vote on his/her behalf.

The proxy shall be dated and signed by the shareholder in accordance with the form prescribed by the registrar. The proxy shall be submitted to the chairman or the person designated by the chairman at the meeting before attending the meeting.

Article 37. In voting, one share shall be counted as one vote and a resolution of the meeting of shareholders shall be passed by the following votes.

In an ordinary event, a resolution shall be passed by a majority vote of shareholders who attend the meeting and have the right to vote. In case of an equality of votes, the chairman of the meeting shall have an additional vote to decide.

In the following cases, a vote of not less than three-fourth of the total number of vote of shareholders who attend the meeting and have the right to vote:

- a) Selling or transferring of the whole or important parts of the business of the Company to other parties
- b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company
- c) Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
- d) Assigning other person(s) to manage the Company's business

- e) Merger of the Company and others with an objective to share profit and loss
- f) Amending the Articles of Association or the Company's regulations
- g) Increasing or decreasing the Company's capital or issuing debenture
- h) Merger or liquidating the

Company Director Election Process, Director Retirement and Directors' Remuneration

Article 16. The number of members of the Company's board of directors shall not be less than 5 members but not more than 15 members. Additionally, at least half of the total number of the board's member shall reside in Thailand and possess the prescribed qualifications.

The Company's directors have the right to receive the remuneration (i.e., salary, allowances and bonus) for performing the duties.

Article 17. The meeting of shareholders shall elect directors in accordance with the following rules and procedures.

- 1) Each shareholder shall have a number of votes equal to the number of shares.
- 2) Each shareholder shall exercise all the votes to elect an individual or several persons as a director or directors but shall not split the votes.
- 3) After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

Article 18. At every Annual General Meeting of shareholders, one-third of the directors shall retire. If one-third of the number of directors is not a whole number, the number of retiring directors shall be as close to one-third of the number of the directors as possible.

In the first and second years after the Company was registered, the retiring directors shall be determined by drawing lot unless there is other agreed method. In subsequent years, the directors who have held office longest shall retire and the retiring directors may be reelected for another term.

Article 22. Meeting of Shareholders may resolve to remove any Directors before retire by rotation by vote of not less than three-fourth of the number of shareholders who are present at the meeting and entitled to vote and representing an aggregate number of not less than onehalf of number of shares held by the shareholders who present at the meeting and are entitled to vote.

Article 23. The Board of Directors shall elect one Director as Chairman of the Board of Directors, where they consider it proper to do so the Board of Directors may elect one or several Directors as Vice-Chairman, Board of Directors may assist one or more to take action for Directors.

Article 24. The number of 2 Directors signing jointly under the company's seal By this, Board of Directors or Meeting of Shareholders shall have power to name the directors who are authorized to sign binding the company.

Article 31. No Director shall engage in any business or become a partner with unlimited liability or a director of any other private company that is similar in nature to and competes with the business of the Company, except where such was notified to the meeting of shareholders prior to the passing of the appointment resolution.

Appointment of the Company's Auditor

Article 43. The auditor shall not be a director, staff, employee or person holding any position or having any duty in the Company.

Dividend Payment

Article 46. Under No.47, dividend shall not be paid from sources other than profits. In the case where the Company still suffers deficit, no dividends shall be paid.

Dividend for common shares shall be divided as equal amount.

The board of directors may declare an interim dividend payment for shareholders when the board considers that the profit of the Company justifies such payment. In this regard, such dividend payment shall be reported to shareholders at the next meeting of shareholders.

Dividend shall be paid within one month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such dividend payment, and the notice shall also be published in a newspaper within 1 month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be.

Article 47. The Company shall allocate not less than 5 percent of its annual net profit less the Company's deficit (if any) into reserve until the reserve amount is not less than 10 percent of the Company's registered capital. Besides the aforementioned reserve, the board of directors may propose to a meeting of shareholders to vote for allocating a portion of the profit to be reserved for other purposes as appropriate.

Documents and Identifications (an attendee has to present prior to attend the meeting), Proxy Authorization, Registration and Voting Procedure at the Meeting of Shareholders

1. Documents and Identification (an attendee has to present prior to attend the meeting) In case of individual person

(1) Attend the meeting by him/her

Present valid government identification such as an identification card, government officer identification card, driving license or passport. In case of changing name/surname, supporting document has to be presented.

(2) Authorize a proxy

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th The chosen proxy form has to be correctly filled out and signed by the proxy holder and the shareholder.

(2.2) A copy of an identification of the shareholder specified in (1) and has to be certified by the shareholder.

(2.3) The proxy holder specified in (1) has to present identification

Juristic Person

(1) The representative of shareholders (Director) attend the meeting

(1.1) Present an identification same as specified in (1) for individual

(1.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) attending the meeting shall be displayed on the certification as authorized representative(s) of the juristic person.

(2) Juristic person authorizes a proxy holder to attend the meeting

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th The chosen proxy form has to be correctly filled out and signed by the proxy holder and the authorized representative(s) of the juristic person. Enclosure no.7

(2.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) signed on the proxy on behalf of the juristic person shall be displayed on the certification as authorized representative(s).

(2.3) A certified copy of an identification of the representative who signed on the proxy.

(2.4) The proxy holder has to present an identification same as specified in (1) for individual.

In case a shareholder does not have Thai nationality or Juristic Person formed by foreign law and appointed custodian in Thailand as depositary

In case shareholders appointed proxies to attend the meeting

(1) The proxies are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th. The chosen proxy form has to be correctly filled out and signed by the proxy holder, the shareholder. The proxy must be signed by the person authorized to act on behalf of custodian and related documents attached together with proxies are as follows:

(1.1) Proxy Form by authorization to custodian to sign in the proxy form

(1.2) Confirmation that signature in the proxy authorized to operate the business (custodian)

(2) Proxies shows the related documents which issued by the government that has not expired for example an identification card, government officer Identification card, driving license or passport of proxies to officer to attend the meeting.

In case of the shareholders is overseas investor and appoint a Thai stock depository custodian to take care of their stock, either proxy forms A, B or C can be used. For other shareholders, only proxy form A or B can be used.

2. Proxy Authorization

The Company has sent a proxy form A and form B as specified by Department of Business Development, Ministry of Commerce. The proxy form also can be downloaded at www.rwi.co.th there are 3 types of proxy forms as follows:

- Proxy Form A is a general proxy form which is simple and not complicated.
- Proxy Form B is a proxy form containing the list of agenda which a shareholder may specific his/her intention on each agenda.
- Proxy Form C is a proxy form for shareholder who does not have Thai nationality and appoints a depository custodian residing in Thailand to take care of their stock.

In case of the shareholder is unable to attend the meeting by himself/her proxy may be given following these procedures.

(1) Select one proxy form, **only one proxy form**.

(2) Give the proxy to an individual or to one of the Company's independent directors by indicating name and details of the individual or mark in front of the name of one of the Company's independent directors as specified in the proxy to attend the meeting. Please authorize only one proxy holder to attend the meeting.

(3) Affix a Baht 20-duty stamp in proxy in order to be correct and effective in term of law.

The shareholder may not split the number of shares to authorize more than one proxy in order to split vote. The shareholder shall authorized the proxy with the total number of shares in possession and shall not authorize the proxy with the number of shares less than the number of holding share.

3. Meeting Registration

The Company will begin to register for attending the meeting from 8.30 am onward, on Thursday 30, 2020 at No.247, Romklao Road, Saensaeb, Minburi, Bangkok and Bangkok (map attached).

4. Voting Procedure

1. Voting Procedure

Ordinary agendas

- (1) Each agenda will be openly vote by raising hand; one share will be counted as one vote. A shareholder or proxy shall vote as approve, disapprove or abstain but shall not split vote.
- (2) A proxy holder shall vote according to the grantor's intention as specified in the proxy only. If the grantor does not express his/her intention in the proxy or the intention is unclear, the proxy holder has the right to consider and vote as approve, disapprove or abstain but shall not split vote.

Agenda on election of Directors

For the election of Director(s), according to the Company's Article of Association No. 17, the meeting shareholders shall follow the procedure to elect director(s)

1. One share of each shareholder is counted as one vote.
2. Each shareholder shall exercise all the votes' follows to (1) to elect one or several directors but shall not exercise a portion of vote for one or several directors.
3. After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

2. Practicing on Voting for each agenda

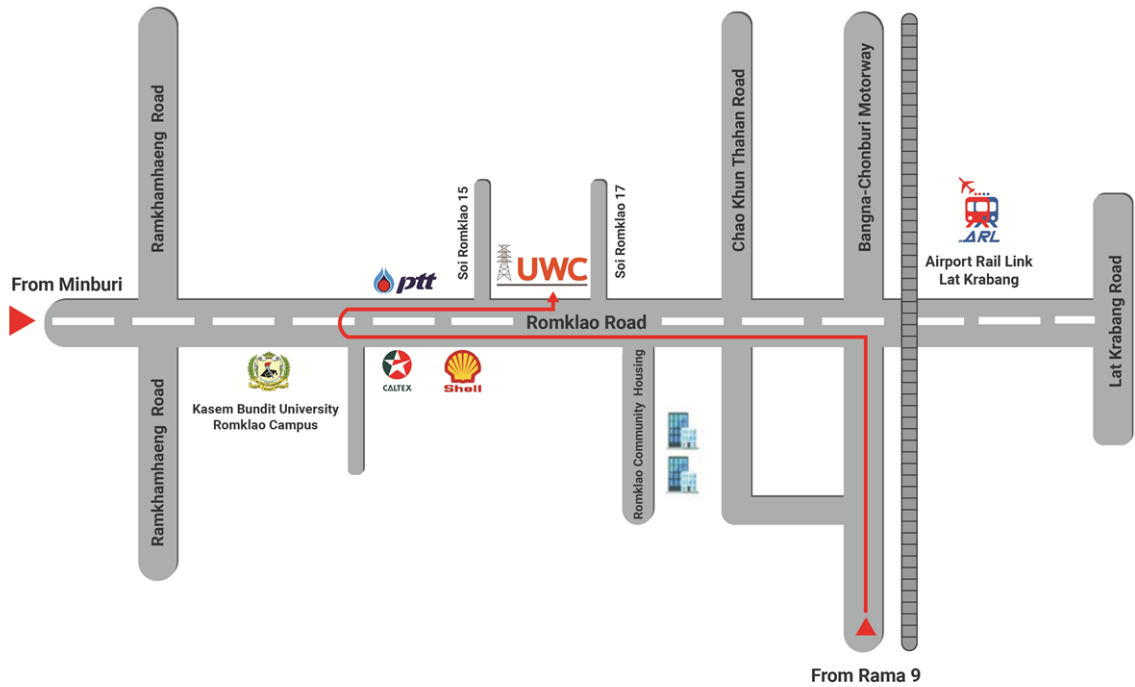
The chairman or processor of the meeting shall explain to the meeting concerning the voting procedure as follows:

- (1) The chairman or processor of the meeting shall propose each agenda to shareholders to consider and vote. The chairman shall ask the meeting each time whether the shareholders approve, disapprove or abstain.
- (2) Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapprove and abstain votes from the total number of votes.

3. Resolutions of the Meeting of Shareholders shall consist of the following votes.

- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.
- For the following cases, a resolution shall be passed by a three-fourth of total votes of the attending shareholders who are entitled to vote.
 - a) Selling or transferring of the whole or important parts of the business of the Company to other parties
 - b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company
 - c) Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
 - d) Assigning other person(s) to manage the Company's business
 - e) Merger of the Company and others with an objective to share profit and loss
 - f) Amending the Articles of Association or the Company's regulations
 - g) Increasing or decreasing the Company's capital or issuing debenture
 - h) Merger or liquidating the Company

**Map of 2020 Annual General Meeting of Shareholders
No.247, Romkloa Road, Saensaeb, Minburi, Bangkok**

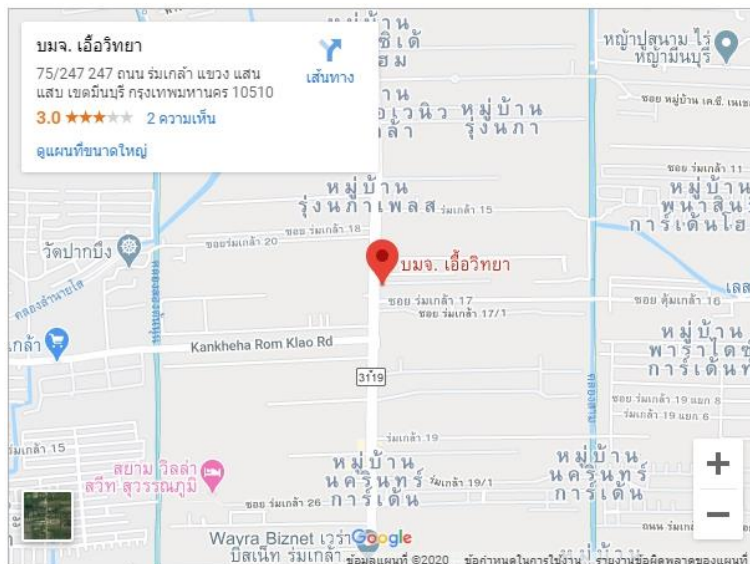


From Rama 9



UWC Factory (Romkloa)

Direction from Bangkok : follow Rama 9 – Motorway, turn left onto Romkloa road. Drive straight until you past the Shell gas station, then keep right and prepare to make a U-turn. After U-turn, keep left and notice Soi Romkloa 15. UWC factory is on the left hand side between Soi 15-17. For further direction, please call 02-543-9020.



Scan QR Code To open the Map

PROXY FORM A (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Duty
Stamp
20 Baht

Written at.....

Date.....Month.....Year.....

I / We.....Nationality.....
Resides at Road Tambon/Kwaeng
Amphur/KhetProvincePostal Code

Being a shareholder of **Rayong Wire Industries Public Company Limited**

Holding the total amount of.....sharesCast Vote Totaling Vote (s)
Common Share.....shares Cast Vote TotalingVote (s)

Hereby appoint

(1)age years

Resides at Road Tambon/Kwaeng
Amphur/KhetProvincePostal Codeor

(2)age years

Resides at Road Tambon/Kwaeng
Amphur/KhetProvincePostal Codeor

(3)age years

Resides at Road Tambon/Kwaeng
Amphur/KhetProvincePostal Codeor

As my / our proxy to attend and vote on my/our behalf of the 2020 Annual General Meeting of Shareholders to be held on Thursday April 30, 2020 at 9.30 am at No.247, Romklao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

Signed.....Proxy Grantor
(.....)

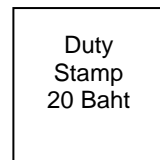
Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Remark

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

**PROXY FORM B (SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550**



Written at.....

Date.....Month.....Year.....

(1) / We.....Resides at.....
Road Tambon/Kwaeng
Amphur/Khet.....ProvincePostal Code

(2) am / are a shareholder(s) of **Rayong Wire Industries Public Company Limited**
Holding the total amount of.....shares Cast Vote Totaling Vote (s)
Common Share.....shares Cast Vote Totaling Vote (s)

(3) Hereby appoint

1.Name.....ages.....years,
Resides atRoad.....Tambon/Kwaeng.....
Amphur/KhetProvince Postal Code or

2.Name.....ages.....years,
Resides atRoad.....Tambon/Kwaeng.....
Amphur/KhetProvince Postal Code or

3.Name.....ages.....years,
Resides atRoad.....Tambon/Kwaeng.....
Amphur/KhetProvince Postal Code or

4. Mr. Worawit Siriwatwimon (Independent Director and Chairman of Audit Committee)ages 61 years, Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

5. Mr. Vichien Sophanpanitkul (Independent Director and Audit Committee) age 59 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

6. Mr. Aniwut Pongpajit (Independent Director and Audit Committee) age 58 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

Appoint one and only one as my/our proxy holder to attend and vote on my/our behalf at The 2020 Annual General Meeting of Shareholders to be held on Thursday, April 30, 2020 at 9.30 am at No.247, Romklao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

Agenda 1 To review and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019.on December 17, 2019

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 2 To acknowledge the report of the Board of Directors for the year 2019

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 3 To consider and approve the financial statements as ended December 31, 2019

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 4 To consider and approve of profit allocation and Omit Dividend Payment

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 5 To appoint Directors whom retired by rotation

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain
- Appointment of Individual Director
1. Mr. Wutichai Leenabanchong
- Approve Disapprove Abstain
2. Mr. Worawit Siriwatwimon
- Approve Disapprove Abstain
3. Mr. Vichien Sophanpanitkul
- Approve Disapprove Abstain

Agenda 6 To set the remuneration of Board of Directors for year 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 7 To consider and appoint the Company’s auditor and fix the auditor’s fee for the year 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 8 To consider other business (if any)

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....Mr. Worawit Siriwatwimon.....)

Signed.....Proxy Holder

(.....Mr. Wichien Sophanpanitkul.....)

Signed.....Proxy Holder

(.....Mr. Aniwut Pongpaijit.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. Agenda for election directors could be the whole Board of Directors or certain directors can be elected.

3. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form B (attached).

The regular continued Proxy Form B

The proxy of the shareholder of **Rayong Wire Industrial Public Company Limited**

The 2020 Annual General Meeting of Shareholders to be held on Thursday, April 30, 2020 at 9.30 am, No.247, Romklao Road, Saensaeb, Minburi, Bangkok or on the date and the place as may be postponed or changed.

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Requesting Form of Annual Report in paper format

To Shareholders

Rayong Wire Industries Public Company Limited would like to inform you those in case shareholders aim to have 2019 Annual Report in paper format. Please fill in the form below and send its form to tanapan@rwi.co.th in order for company will send 2019 Annual Report in paper format afterward.

| | |
|---|--|
| Name of Shareholders (elaborate handwriting) | |
| Address | |
| Contact Person | |
| Telephone | |
| Fax | |
| E-mail address | |

Before attending to The 2020 Annual General Meeting of Shareholders On April 30, 2020

Meeting Room, Rayong Wire Industries Public Company Limited

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the COVID disease

(Name-Surname)_____

(Mobile Phone Number)_____

1. Do you have a fever? ($\geq 37.5^{\circ}\text{C}$) Yes No

2. Do you have any of these symptoms?

Cough Yes No

Sore throats Yes No

Runny nose Yes No

Shortness of breath Yes No

3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within past 14 days

Yes I have traveled to _____

No

4. Have you been in physical contact with suspected COVID-19 patients?

Yes

No

Remark:

If you have a fever ($\geq 37.5^{\circ}\text{C}$); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas or have been in contact with suspected COVID-19 patients, would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to staff. Then you may then return safety to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand