

## Report of Annual General Meeting of Shareholders No.1-2015

Of

### Rayong Wire Industries Public Company Limited

<b>Date</b>	:	Thursday, May 30, 2015 at 9.00 a.m.
<b>Place</b>	:	Vimarnthip room, 5 <sup>th</sup> Floor, Montein Riverside Hotel, 372 Rama 3 Bangklo, Bangkoleam, Bangkok.
<b>Chairman</b>	:	Mr. Wutichai Leenabanchong Chairman
<b>Secretary's meeting</b>	:	Mr. Pipit Jaovisidha Corporate Secretary
<b>The Right to attended</b>	:	Number of shareholders who holds the shares at the closing date of registration was April 17, 2015 amounting of 3,627 shareholders or totaling of 600,000,000 shares.
<b>Agenda 1-2</b>	:	Number of shareholders and proxies attending the meeting were 75 as 481,093,979 shares representing 80.18 percent of all shares which meet the quorum follow to regulation of company
<b>Agenda 3-6</b>	:	Number of shareholders and proxies attending the meeting were 78 as 481,096,979 shares representing 80.18 percent of all shares which meet the quorum follow to regulation of company
<b>Agenda 7</b>	:	Number of shareholders and proxies attending the meeting were 81 as 481,119,692 shares representing 80.19 percent of all shares which meet the quorum follow to regulation of company
<b>Agenda 8-10</b>	:	Number of shareholders and proxies attending the meeting were 82 as 481,126,692 shares representing 80.19 percent of all shares which meet the quorum follow to regulation of company

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#### Before the Meeting Started

Ms. Nanta Suasaowaluk, Assistant Financial Manager, was elected as the representative of the meeting, saluted The Annual General Meeting of Shareholders No.1-2015 of Rayong Wire Industries Public Company Limited. There were 27 shareholders attended in person and 47 shareholders of proxies, therefore, total shareholders attended the meeting 74 shareholders

representing 479,493,979 shares or equivalent to 79.92 percent of total shares sold which it had meet the quorum follows to company's regulation No.35. The representative introduced. The Board of Directors, Executive Directors, Corporate Secretary, Company's auditor and Legal Advisors from Banchong and Wittaya Law Office who attended the meeting.

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

- |                 |                |  |
|-----------------|----------------|--|
| 1. Mr. Wutichai | Leenabanchong  | Chairman, Executive Chairman   |
| 2. Mr. Worawit  | Siriwatwimon   | Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee |
| 3. Mr. Wichain  | Suphanpanitkul | Independent Director, Audit committee and Remuneration Committee                         |
| 4. Mr. Pinit    | Naksukhum      | Independent Director, Audit committee and Remuneration Committee.                        |
| 5. Dr. Chenin   | Chen           | Managing Director and Executive Director   |
| 6. Mr. Monthon  | Chatuwallopkul | Director and Executive Director  |
| 7. Mr. Pipit    | jaovisidha     | Director and Executive Director  |
| 8. Dr. Pison    | Udomworarath   | Director   |

**Directors not present**

- |                |          |          |
|----------------|----------|----------|
| 1. Mr. Jessada | Sornsuek | Director |
|----------------|----------|----------|

**The name of Executive attended the meeting were as follows**

- |                  |                    |                                       |
|------------------|--------------------|---------------------------------------|
| 1. Mr. Kriansak  | Treeyapong         | Senior Manager Factory                |
| 2. Mr. Udom      | Tungdechtheerachai | Senior Sales Manager                  |
| 3. Miss Nongnuch | Khumchaithep       | Senior finance and Accounting Manager |

**Company's Auditor**

- |                 |              |  |
|-----------------|--------------|--|
| 1. Mr. Pisit    | Thangtanagul | Price Waterhouse Cooper ABAS Co., Ltd. |
| 2. Miss Chalita | Kongprajya   | Price Waterhouse Cooper ABAS Co., Ltd. |

### Financial Advisor

- |                   |                  |                                   |
|-------------------|------------------|-----------------------------------|
| 1. Mr. Chaiyaporn | Yokavajorn       | DS Prudential Management Co.,Ltd. |
| 2. Mr. Vichit     | Charoensakkajorn | DS Prudential Management Co.,Ltd. |

### Law Consultant

- |                |             |                                 |
|----------------|-------------|---------------------------------|
| 1. Mr. Sakchai | Viroonchewa | Banchong and Wittaya Law Office |
|----------------|-------------|---------------------------------|

Mr. Wutichai Leenabanchong was elected as the chairperson of the meeting together with welcome shareholders to Annual General Meeting of Shareholders No.1-2015 and handled all agendas to Miss Nanta Suasaowaluk to precede the following agendas. Before starting the meeting, she will clarify the rules and regulation of voting.

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

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

In addition, explained to the meeting of shareholder how to vote.

1. Rules of voting in this meeting were complied with the company regulation no.37 as counting one share equal one vote.
2. Voting in the meeting would be done transparently which shareholders could vote for agreed, disagreed or abstained in each agenda, counting only shareholders vote for disagreed and abstained only. By any shareholders vote for disagreed or abstained, please fill in the received ballots and hand up, then our staffs will collected them. The company would use voting for disagreed and abstained deducted from the total voting that attended the meeting and the rest of voting will be counted as votes for each agenda. In case that 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 would be in accordance with the shareholders specified in the proxy statement.

4. In addition, if shareholders have any question or comment on each agenda, please specify the First and Last name in order to avoid confusion on consideration in each agenda by asking only in the matter related to the agenda.

After the representative finished the clarification for voting, then proposed the meeting to consider following agendas:

**Agenda 1 To review and adopt the minute of Extraordinary Meeting of Shareholders  
No.1- 2014 held on July 21, 2014**

Mr. Wutichai Leenabanchong as the chairperson of the meeting had informed that the report of Extraordinary Meeting of Shareholders No.1-2014 held on July 21, 2014, was submitted to Ministry of Commerce within 14 days and also sent to shareholders together with the invitation letter including posted into the company's website. Consequently, Board of Directors considered the mentioned minutes were recorded correctly, subjected to the resolution of the meeting.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed to the meeting to consider and adopt the minute of Extraordinary Meeting of Shareholders No.1-2014 held on July 21, 2014.

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

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	75	481,093,979	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
The total number of 481,093,979 votes at a meeting and entitled to vote on this agenda.			

**Agenda 2 To acknowledge the report of the Board of Directors for the year 2014**

Mr. Wutichai Leenabanchong as the chairperson said to the meeting to conclude the summarize report of Board of Directors of company and the business operation of year 2014 as shown in 2014 annual report. This annual report has sent to shareholders together with the invitation letter for 2015 Annual General Meeting of Shareholders.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question then proposed to the meeting to consider and approve the report of Board of Directors for year 2014

**Resolution** Shareholders meeting has acknowledged the report of Board of Directors for year 2014

**Agenda 3 To consider and approve the financial statements consisted of Balance Sheet, Profit and Loss Statement for the year ended December 31, 2014**

Mr. Wutichai Leenabanchong, Chairperson handled to Dr. Chenin Chen as the Director and Managing Director to clarify this agenda.

Dr. Chenin Chen, Director and Managing Director, informed the meeting that Board of Directors published the report of Financial Statement which consists of balance sheet and profit & loss statement ended on December 31, 2014 as approved and signed by Certified Public Accountant of Price Waterhouse Cooper ABAS Company Limited and also approved by Audit Committee which issued in 2014 Annual Report. It was sent to shareholders along with the invitation letter of 2015 Annual General Meeting of Shareholders for consideration which can be concluded as follows:

concluded as follows: Transaction	(Unit : Million Baht)		
	2014	2013	Percentage Changed (increase/ Decrease)
Total Assets	1,219.14	960.27	26.96%
Total Liabilities	275.59	284.67	(3.19%)
Shareholders' Equity	943.55	675.60	39.66%
Revenue from sales of goods	844.45	966.19	(12.60%)
Total Profit	854.09	975.88	(12.48%)
Total Expenses	752.22	823.73	(8.68%)
Net Profit (Loss)	81.47	123.48	(34.02%)
Other comprehensive income by tax	1.11	0.15	(640.00%)
Net Profit (Loss)	82.58	123.63	(33.20%)
Total comprehensive income for the year.			

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed to the meeting to consider and approve the Financial Statements for the year ended December 31, 2014.

**Resolution** Shareholders has unanimously approved Financial Statement for the year ended December 31, 2014 as following votes:

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	78	481,096,979	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
The total number of 481,096,979 votes at a meeting and entitled to vote on this agenda.			

**Agenda 4 To consider and approve of profit allocation and non-allocation of dividend**

Mr. Wutichai Leenabanchong, Chairperson handled to Mr. Pipit Jaovisidha Director and Corporate Secretary to clarify this agenda.

Mr. Pipit Jaovisidha Director and Corporate Secretary informed the shareholders meeting that the company would pay the dividend of not less than 50 percent of net profit after tax of the consolidated financial statement or other appropriate consideration. The dividend payment shall not affect the normal operation of the company significantly except in the case of investment in other projects.

In 2014, it has shown in the financial statements that the company's operating result of net profit amounted to 82.58 million baht, however, the company has to reserve cash for working capital and investment in various projects in the future. Therefore, Board of Directors proposed not to allocate the dividend to shareholders for the fiscal year of 2014 starting from January 1, 2014 until December 31, 2014. According to section 116 of Public Company Act 1992 and article 47 of Company Regulations stipulates that the company must allocate at least 5 percent of of its annual net profit as reserve less any accumulated losses brought forward (if any) until the reserve is not less than 10 percent of the registered capital. The company has legally

accomplished to reserve 10 percent of the registered capital, so that the remaining amount should be allocated to retained earnings of the company.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed to the meeting to consider and approve the non-allocation of dividend for the operating results from January 1, 2014 until December 31, 2014 and allocate the remaining amount to retained earnings of the company.

**Resolution** The General Meeting of shareholders approved unanimously the non-allocation of dividend for the operating results from January 1 - December 31, 2014 and the remaining amount allocated to the retained earnings of the company as following votes:

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	78	481,096,979	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
The total number of 481,096,979 votes at a meeting and entitled to vote on this agenda.			

#### **Agenda 5 To appoint Directors to replace Directors who were retired by rotation**

Mr. Wutichai Leenabanchong, Chairperson, handled to Mr. Monthon Chatuwallopkul as Director and Executive Director to clarify this agenda.

Mr. Monthon Chatuwallopkul, Director and Executive Director informed the meeting that according to Public Limited Company Act and article 18 of Company Regulations, every Annual General Meeting of shareholders, Directors need to be retired by one-third. If the number of directors cannot be divided exactly into 3 parts, then discards the number nearest to one-third. Director who is retired by rotations may be re-elected.

In Annual General Meeting of Shareholders of Year 2014, there are three Directors who were retired by rotations as following name lists.

1. Mr. Pinit Naksukhum Independent Director and Audit committee
2. Dr. Chenin Chen Director
3. Mr. Pipit Jaovisidha Director

Board of Directors excluding nominated Directors proposed the meeting to approve the appointment of three Directors who were retired by rotations to be re-elected for one more term. The election of Directors are not organized by nominating committee due to the company currently has not appointed nomination committee yet. However, the mentioned process of Directors selection has been examined by Board of Directors which considering on qualifications in several fields including experiences, expertise, vision, including business ethics and moral as well as the positive attitude towards the organization and operation as directors. Also, they are qualified person under the law, relevant announcement and Company Regulations in accordance with their historical Director performance.

Details of ages, proportion of holding shares, education background and working experiences are in enclosure no.3 which was sent to shareholders in advance together with the invitation letter of 2015 Annual General Meeting of shareholders.

In addition, along with section 86 of Public Company Limited Act B.E.2535 and article 31 of Company Regulations specifies that "Prohibited directors to operate related business or competition with the company even for their own benefit or others unless informing to the General Meeting of Shareholders before the appointment".

Therefore, before the appointment, the representative informed the meeting as all of three Directors which had been appointed in this meeting, none of Directors take a Director position in other company which has been doing the same business as a company's competitor.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed to the meeting to consider and approve the appointment of three Directors by shareholders may elect each Director individually.

**Resolution** The meeting was unanimously approved by following votes for approved 3 Directors to reelect as Directors by considered by individual as following votes.

Shareholders attended the meeting and proxies in totaling of 78 shareholders and amounting of 481,096,979 shares						
Name of Directors	Agreed			Disagreed	Abstained	
	Vote	%	Vote	%	Vote	%
1. Mr. Pinit Naksukhum	481,096,979	100.00	0	0.00	0	0.00
2. Dr. Chenin Chen	481,096,979	100.00	0	0.00	0	0.00
3. Mr. Pipit Jaovisidha	481,096,979	100.00	0	0.00	0	0.00



Therefore, Board of Director for year 2015 in totaling of 11 people is as follows:

- |                 |                |
|-----------------|----------------|
| 1. Mr. Wutichai | Leenabanchong  |
| 2. Mr. Worawit  | Siriwatwimon   |
| 3. Mr. Wichain  | Suphanpanitkul |
| 4. Mr. Pinit    | Naksukhum      |
| 5. Dr. Chenin   | Chen           |
| 6. Mr. Monthon  | Chatuwallopkul |
| 7. Mr. Pipit    | Jaovisidha     |
| 8. Mr. Jessada  | Sornsuek       |
| 9. Dr. Pison    | Udomworarath   |

Mr. Worawit Siriwatwimon, Mr. Wichain Suphanpanitkul and Mr. Pinit Naksukhum are Independent Directors and Audit Committee.

#### **Agenda 6 To set the remuneration of Board of Directors**

Mr. Wutichai Leenabanchong, Chairperson handled to Mr. Worawit Siriwatwimon as Chairman of Remuneration Committee to clarify this agenda.

Mr. Worawit Siriwatwimon as Chairman of Remuneration Committee clarified to the meeting, as no.16 of company's regulation has determined on company's directors has a right to received remuneration for salary, allowance for meeting, allowances, bonus, other allowance which in year 2014 the remuneration for directors has approved from 2014 Annual General Meeting of Shareholders as amounting of 1,800,000 Baht authorized by Directors to allocate it. The amount of remuneration in year 2013 equals to 977,500 Baht.

By this, the total amounts of remuneration has attached in 2014 annual report which enclosed No.2 in Shareholding Structure and Management under the subject of Remuneration for Directors and Executives.

In year 2015, Board of Directors agreed with the proposal of Remuneration Committee by amounting of remuneration equals to 1,950,000 Baht which are increased when compared to year 2014. In addition, RWI has carefully considered appropriately to various reasons and compared with the same industry and economic situation including reasonable number of Directors as following details:

(1) Chairman

- The remuneration for each month is equal to Baht 25,000. In case of attendance of Board of Directors meeting, the allowance for meeting shall not be paid.

(2) Board of Directors (each time that attended the meeting)

- The remuneration for each month is equal to Baht 12,500. By this, if any directors whom had been paid for monthly salary will receive Baht 5,000 each time attended the meeting instead.

(3) Audit Committee (each time that attended the meeting)

- The remuneration for Chairman of Audit Committee is equal to Baht 20,000
- The remuneration for Audit Committee is equal to Baht 12,500

(4) The remuneration Committee (each time that attended the meeting)

- The remuneration for Chairman of remuneration Committee is equal to Baht 20,000
- The remuneration for remuneration committee is equal to Baht 12,500

By this, it will be effective from dated of 2014 Annual General Meeting of Shareholders unless there is any change.

Mr. Wutichai Leenabanchong as the Chairperson asked for any question of this agenda, which there was no question, then proposed the meeting to approve remuneration by the above mentioned details.

**Resolution** Shareholders approved with the majority votes on remuneration of Board of Directors as following votes:

Resolution	Total Shareholders	Number of vote (1 share for 1 vote)	Percentage of total shares attended
Agreed	78	481,096,979	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
The total number of 481,096,979 votes at a meeting and entitled to vote on this agenda			

**Agenda 7 To consider and appoint the Company's auditor and set the auditor's fee for the year 2015**

Mr. Wutichai Leenabanchong, Chairperson handed to Mr. Worawit Siriwatwimon as Chairman of Audit Committee to clarify this agenda.

Mr. Worawit Siriwatwimon as Chairman of Audit Committee informed the meeting, according to the Public Limited Company Act 1992, Code Section 120, the Annual General Meeting Shareholders shall appoint the Company's auditor and fix the auditor's fee. The new auditor can be re-appointed and the Company's regulation article 43 indicates that the auditor must not be a Director, Employee or taking any position in the company. As a result, the company's auditors for year 2015 are indicated as follows:

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

From Price Waterhouse Cooper ABAS Company Limited.

Therefore, in the year 2015 audit committee had approved and proposed same auditors as following name list

- |              |              |   |
|--------------|--------------|---|
| 1. Mr. Pisit | Thangtanagul | Certified Public Accountant No. 4095 and/or |
|--------------|--------------|---|

(the approval signature in the financial statements of the company since 2013 as for the 3th Year) and / or.

- |                |         |   |
|----------------|---------|---|
| 2. Mr. Paiboon | Tunkoon | Certified Public Accountant No. 4298 and/or |
|----------------|---------|---|

(Never signed on the Company's financial statements) and / or.

- |                |          |   |
|----------------|----------|---|
| 3. Miss Sakuna | Yamsakul | Certified Public Accountant No. 4906 and/or |
|----------------|----------|---|

(Never signed on the Company's financial statements) and / or.

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|------------------|-----------------|-------------------------------------|
| 4. Miss Nopanuch | Apichartsathean | Certified Public Accountant No.5266 |
|------------------|-----------------|-------------------------------------|

(Never signed on the Company's financial statements) and / or.

From Price Waterhouse Cooper ABAS Company Limited as auditors for the year 2015 which is the 4th year. Since PWC has independence working with high standard and owns the qualifications of the Company's regulation and also the regulations of the Securities and Exchange Commission. PWC has always performed the great job, thus the company has set their remuneration as follows:

Details	Amount (Baht)	
	2015	2014
Review Financial Statement (Quarter 1)	194,670.-	157,500.-
Review Financial Statement (Quarter 2)	194,670.-	157,500.-
Review Financial Statement (Quarter 3)	194,670.-	157,500.-
Audit fees yearly	973,350.-	913,500.-
<b>TOTAL</b>	<b>1,557,360.-</b>	<b>1,386,000.-</b>

The external auditor on the proposed list do not have any relationship or interest in the company / subsidiaries / executives / major shareholders or persons related to such person in any way. The proposed audit fee above is only for auditing service with no other service and in the future, remuneration of other services shall not be determined since the service deal is not finished. Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda, which there is no question, then proposed the meeting to approve and appoint the Company's auditor and fix the auditor's fee for the year 2015 and determine the audit fees for the year 2558 amounted THB 1,557,360.-

**Resolution** The meeting has unanimously approved by following votes for company's auditor as follows:

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

From Price Waterhouse Cooper ABAS Company Limited as auditors for year 2015 and approved the annual audit fee in 2015 amounted to THB 1,557,360.- as following votes:

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	81	481,119,692	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Number of 481,119,692 total votes attended the meeting and right to votes			

**Agenda 8 To approve the increase of registered capital and amend the Memorandum of Association of company No.4 to be consistency with the increase of registered capital**

Mr. Wutichai Leenabanchong, Chairperson handled to Mr. Pipit Jaovisidha Director and Corporate Secretary to clarify this agenda.

Mr. Pipit Jaovisidha Director and Corporate Secretary informed the meeting that the Company needs to have the necessary funding to be used to expand the company's current business. The company's investments are held in the near future, such as railway sleepers and etc, used as a working capital. The company intends to increase the current registered capital from 300 million baht to 450 million baht registered capital by issuing new ordinary shares of 300,000,000 shares at par value of Baht 0.50 per share. The company will amend Clause 4 of Memorandum of Association of the company about the registered capital in order to comply with the capital increase, repealed the original text and replaced by a new text as follows:

“Clause 4 Registered Capital	450,000,000	Baht
Amount		
Consists of	900,000,000	Shares
Price per Share 0.50 Baht		
Consists of		
Ordinary Shares	900,000,000	Shares
Preferred Shares	-	Share”

Board of Directors authorized the person for the registration of the amendment of the Memorandum of Association of the company at the Department of Business Development, Ministry of Commerce, taking any action in order to comply with the orders of the Registrar.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda, which there is no question, then proposed the meeting to approve the increase of registered capital and amend Memorandum of Association of company Clause 4 to be consistency with increased capital and approve the authorization accordingly.

**Resolution** The meeting has unanimously approved by following votes to approve increase registered capital and amend Memorandum of Association of company No.4 to be consistency with increased capital and approve the authorization as following votes.

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	82	481,126,692	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Number of 481,126,692 total votes attended the meeting and right to votes			

**Agenda 9 To consider and approve the allocation of capital increase shares**

Mr. Wutichai Leenabanchong, Chairperson handed to Mr. Pipit Jaovisidha Director and Corporate Secretary to clarify this agenda.

Mr. Pipit Jaovisidha Director and Corporate Secretary informed the meeting that the shareholders' meeting has approved the registered capital increase in Agent 8 above. In order to comply with the law, he proposed to the meeting to approve the allocation of newly issued 300,000,000 shares at par value of Baht 0.50 per share to accommodate the exercise of warrants RWI-W1 to be offered to existing shareholders in proportion to their shares' holding.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed the meeting to consider and approve the allocation of capital increase shares as detailed above.

**Resolution** The meeting has unanimously approved by following votes to consider and approve allocation of capital increase shares as detailed above.

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	82	481,126,692	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Number of 481,126,692 total votes attended the meeting and right to votes			

**Agenda 10 To consider and approve on the issuance and warrant offering to purchase ordinary shares No.1 (RWI-W1) to existing shareholders by right offering in the ratio.**

Mr. Wutichai Leenabanchong, Chairperson handled to Mr. Pipit Jaovisidha Director and Corporate Secretary to clarify this agenda.

Mr. Pipit Jaovisidha Director and Corporate Secretary informed that the company plans to use the funding to expand business as the working capital. Therefore, the company intends to offer the issuance of warrants to purchase common shares of the Company No.1 ("Warrant No. 1" or "RWI-W1") of up to 300,000,000 units to the existing shareholders of the company in proportion to their shareholding (Right Offering) without charge in the ratio of 2 existing shares to 1 warrant RWI-W1 (any fraction will be disregarded). The exercise price is 1.60 baht per share as detailed in the summary preliminary details of the Warrants RWI- W1 Enclosure No. 5 in the invitation letter which was sent to all shareholders.

Board of Directors and / or Chairman of the Board is authorized to determine the record date for shareholders entitled to receive RWI-W1 warrants and the collection date of the list of shareholders under Section 225 of the Securities and Exchange Act of 1992 by closing the share transfer. (To be determined later after the company was approved by the Council. Shareholders of offering RWI-W1 warrants) It is included the authorization to set and change the rules, conditions and other details but not limited to price, exercise ratio in allocation and issuance of this warrant. Also, they have the authorization to determine the necessary and proper process for issuing new ordinary shares to support the change in the exercise price and / or the exercise of warrant. The issuance of warrants must be listed on the SET and obtaining the permission from the concerned authorities.

Mr. Wutichai Leenabanchong as the chairperson asked for any question of this agenda which there was no question, then proposed the meeting to consider and approve on issuance of offering warrant to purchase ordinary shares No.1 (RWI-W1) to existing shareholders by right offering in the ratio as detailed above, approve the authorization.

**Resolution** The meeting has unanimously approved to consider and approve on issuance and offer warrant to purchase ordinary shares No.1 (RWI-W1) to existing shareholders by right offering in the ratio as detailed above, approve the authorization by following votes:

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	82	481,126,692	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Number of 481,126,692 total votes attended the meeting and right to votes			

**Agenda 11 Other issues (if any)**

Mr. Wutichai Leenabanchong as the chairperson of this meeting clarified the end of all agendas which are mentioned in the invitation letter of 2015 Annual General Meeting of Shareholders and asked whether any shareholder have any proposal or question.

There was no other proposal or question, and then the chairperson of this meeting, in the name of Board of Directors and Executives thank you all once again for trusted this Board of Directors to manage the business operation one more term. The Board of Directors will work hardly with the most potential to gain the benefit for all shareholders, employees and corporate. The Chairperson thanks to all shareholders once again for taking time to attend the meeting and closed the meeting finally.

The meeting was closed at 10.35 p.m.

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(Mr. Wutichai Leenabanchong)

Chairperson

Certified true and correct

.....

(Dr. Chenin Chen)

Director

(Mr. Pipit Jaovisidha)

Director and Corporate Secretary



