

March 31, 2015

**Invitation letter to 2015 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

Subject	Invite to attend 2015 Annual General Meeting of Shareholders
Attention	Shareholders
Enclosure	<ol style="list-style-type: none">1. The copy of minute of Extraordinary Meeting of Shareholders No.1-2014 held on July 21, 20142. The 2014 Annual Report in CD-ROM Version which consists of Annual Report of Board Of Directors, Financial Statement ended December 31, 2014.3. Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.4. Definition of "Independent Director"5. Information on independent directors and audit committee members nominated by the Company as proxies of shareholders6. Company Articles of Association with respect to the general meeting of shareholders7. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures8. Map of venue of the general meeting of shareholders9. Proxy Form Type A10. Proxy Form Type B11. Requesting Form of Annual Report in paper format

Resolution of Board of Director had scheduled the 2015 Annual General Meeting of Shareholders on Thursday, April 30, 2014 at 9.00 am, Vimarntip Room 5th Floor, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, 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.1-2014 held on July 21, 2014

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

The Extraordinary Meeting of Shareholder No.1-2014 has held on July 21, 2014. The minute was prepared within 14 days from date of meeting and submitted to The Stock Exchange of Thailand and Ministry of Commerce within time limit specified by law and also published on company's website (www.rwi.co.th)

The Board of Directors resolved to propose the minute held on July 21, 2014 of Extraordinary Meeting of Shareholders No.1-2014 to be considered and certified in this meeting. The Company has published The Extraordinary Meeting of Shareholders No.1-2014 report and invitation letter including all documents concerning this meeting as specified in enclosure No. 1.in the Company's website

Agenda 2

To acknowledge the report of the Board of Directors for the year 2014

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

The Company had summarized the report of the Board of Directors as Company's operating results for the year 2014 which was appeared in enclosure No. 2.

The Board of Directors resolved to submit the above mentioned 2014 report of Board of Directors and business operation to the shareholders for acknowledgment.

Agenda 3

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

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

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

The Board of Directors resolved to propose to the meeting the audited financial statements certified by Price Waterhouse Cooper ABAS Company Limited and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2014.

(Unit : Million Baht)	
Transaction	Amount
Total Assets	1,219.14
Total Liabilities	275.59
Proportion of Shareholders	943.55
Revenue from sell	844.45
Total Revenue	854.09
Net Profit	82.58
Net Profit per Shares (Baht)	0.16

Details are exhibit in the Company's 2014 financial statements which was sent to shareholders along with the invitation letter as enclosure No. 2.

Agenda 4 To consider and approve of profit allocation and Omit Dividend Payment
(Voting method: using majority vote of shareholders meeting and having right to vote)

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

By this, year 2014 company's financial statement for business operation as the net profit equals to 82.58 Million Baht therefore due to the

company need to reserve money for working capital and investment in other projects therefore Board of Directors proposed to omit dividend payment for year 2014 business operation starting from January 1 – December 31, 2014. Along with section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.57 specifies as The Company need to allocate part of annually profit as legal reserve not less than 5 percent of annual net profit deducted by beginning balance of deficit (If any) until this legal reserve is not less than 10 percent of registered capital. Moreover, therefore resolve for allotment to reserve for retained earnings of company

The Board of Directors resolved shareholders meeting to omit dividend payment for year 2014 as business operation from January 1 – December 31, 2014 and reserve for retained earnings of company.

Agenda 5

To appoint Directors whom retired by rotation

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

Follows Public Limited Company ACT and Memorandum of Association No.18 concludes as every annual general meeting of shareholders, Directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. Directors who retired by rotations may reelect thus In this 2015 Annual General Meeting of Shareholders there 4 Directors who retired by rotations.

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

The Board of Directors resolve to propose Directors who retired by rotation to be reelected which has not passed the Nomination Committee due to company has no Nomination Committee thus selection process,

Board of Directors (not includes mentioned 3 Directors) have jointly considers proposed names on qualification, experiences, wide range of professional expertise, Visionary leadership, virtue and unblemished track record and ability to express opinions freely also passed work. By this, information of Directors whom reelect for another term is enclosure no.3

Agenda 6

To set the remuneration of Board of Directors

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

As company's Memorandum of Association No.16 concludes Directors may have a right to receive remuneration which consists of salary, meeting fees, bonus thus 2014 Annual General Meeting of Shareholders has set remuneration of Board of Directors as amounting of 1,800,000 Baht and will be allocated by time to time. For 2014 total amount for remuneration of Board of Directors equals to 977,500 Baht. By this company had summarized the paying amount to Board of Directors individually which specified in the annual report and as in enclosure No.2 in the title of Shareholding Structure and Management as the subject of remuneration for Executive Directors.

Details	2014 (Baht)	2013 (Baht)
Approval amount	1,800,000	No Limitation amount but paying each time attended meeting
Actual amount paid	977,500	1,047,500

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the remuneration of Board of Directors for year 2015 as amounting 1,950,000 Baht which has increased when compared to year 2014. The Board of Directors had carefully considered by comparing the remuneration of the same business and economic

situation which includes appropriate numbers of directors are consists as following

(1) Chairman

- The remuneration for each month is equal to 25,000 Baht. By this as attended to the meeting would not receive any payment.

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

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

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

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

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

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

Agenda 7

To consider and appoint the Company's auditor and fix the auditor's fee for the year 2015

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

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

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

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

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095
(Authorized signature in company's financial statement since 2013 (3rd year) and/or
2. Mr. Pailboon Tunkoon Certified Public Accountant No.4298
(Never signed in company's financial statement) and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906
(Never signed in company's financial statement) and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266
(Never signed in company's financial statement)

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

Details	The amount of Auditor Fee in 2015 (Baht) (Proposed)	The amount of Auditor Fee in 2014 (Baht)
Review of Financial Statements, 1 st Quarter	194,670.-	157,500.-
Review of Financial Statements, 2 nd Quarter	194,670.-	157,500.-
Review of Financial Statements, 3 rd Quarter	194,670.-	157,500.-
Yearly Auditor Fee	973,350.-	913,500.-
Total	1,557,360.-	1,386,000.-

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. Mr. Pisit Thangtanagul Certified Public Accountant No.4095 and/or
2. Mr. Pailboon Tunkoon Certified Public Accountant No.4298 and/or

3. Miss Sakulna Yamsakul Certified Public Accountant No.4906 and/or

4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266

From Price Waterhouse Cooper ABAS Company limited to be company auditor for year 2015 as amounting of remuneration fees equals to 1,557,360 Baht

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties and year 2014 there is no other services apart from audited.

Agenda 8 To consider and approve increase registered capital of company and amendment of Memorandum of Association No.4 RE: Registered Capital in order to be consistence with increase registered capital of company *(voting method: using vote of 3 in 4 of shareholders of voting right)*

The company is necessary to raise fund for expanding the investment in current business of company and reserve expansion of investment of company in near future e.g.; railway sleepers and others thus also working capital therefore the company need to increase on registered capital and amend Memorandum of Association No.4 RE: Registered Capital in order to be consistence with increase registered capital of company

The Board of Directors resolved to approve increase registered capital from 300,000,000 Baht to 450,000,000 by issuance of new ordinary shares of 300,000,000 shares (par value of 0.50 Baht) to reserve for right of warrant RWI-W1 thus details are shown in enclosure no.4 and amend Memorandum of Association No.4 RE: Registered Capital in accordance with increase registered capital by cancel the old words and added new by follows:

“No.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”

Agenda 9 To consider and approve allocation of capital increase shares
(Voting method: using majority votes of shareholders meeting and having right to vote)

As mentioned in agenda 8 on raising fund plans in order for business expansion, the company need to increase registered capital therefore to comply with law, meeting of shareholders need to approve allocation of capital increase shares of 300,000,000 shares (par value of 0.50 Baht) for reserve right of warrant RWI-W1 to existing shareholders by right offering.

The Board of Directors resolve to approve allocation of capital increase shares in amounting of 300,000,000 shares (Par value of 0.50 Baht) and reserve right of warrant (RWI-W1) to existing shareholders by right offering.

Agenda 10 To consider on issuance and offer warrant to purchase ordinary shares No.1 (RWI-W1) to existing shareholders of company by proportion of holding shares
(Voting method: using majority votes of shareholders meeting and having right to vote)

Follow plans on raise fund for business expansion and working capital, the company has to issuance and offer warrant to purchase ordinary shares No.1 (“warrant no.1” or “RWI-W1”) as amount not exceed 300,000,000 units to existing shareholders by right offering

The Board of Directors resolve on issuance and offer warrant RWI-W1 as amounting not exceed 300,000,000 unit to existing shareholder by right offering as no charge in the ratio of 2 ordinary shares to 1 unit or RWI-W1 (any fraction discarded) exercise price equals to 1.60 Baht per share. The details shown in enclosure no.5

By this, authorize to Board of Directors and/or Chairman to schedule the Date of shareholders who have right to have RWI-W1 and accordance with Section 225 of the Stock Exchange and Securities Act B.E.2535 by closing the registration book (after approval from shareholders meeting on offer for sale RWI-W1) includes authorized to determine the terms, conditions and other details, no limit to price and ratio of exercise, allocation and date of issuance of warrant. Even though power to determine cause of issue new ordinary shares to

reserve price change or exercise and/or ratio of exercise warrant including other necessary related to issue and offer to sell of warrant and bring warrant to be listed in The Stock Exchange of Thailand also other related agencies.

Agenda 11 Other Business (if any)

The Board of Directors invites all shareholders to attend the meeting on the date, time and place. If shareholders are unable to attend the meeting by themselves and desire to give an individual a proxy, please use the provided proxy forms, enclosure No.11 and No.12, 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. 7 and to meet the requirement of quorum according to the company's regulation.

All shareholders shall register for the meeting at the place of meeting from 13.00 p.m. Please be informed accordingly with most appreciation.

By the order of The Board of Director



Wutichai Leenabanchong

Chief Executive Officer