

March 21, 2018

**Invitation Letter To 2018 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

Subject	Invitation to 2018 Annual General Meeting of Shareholders
To	Shareholders
Enclosure	<ol style="list-style-type: none">1. The copy of minute of 2017 Annual General Meeting of Shareholders which held on April 27, 20172. The 2017 Annual Report in CD-ROM Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 20173. 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 2018 Annual General Meeting of Shareholders on Thursday, April 26, 2018 at 9.00 am, Convention Room, 33th Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Kwaeng Chongnonsi, Khet Yannawa, Bangkok. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 **To review and adopt minute of 2017 Annual General Meeting of Shareholders held on April 27, 2017**
(Voting method: using majority vote of shareholders meeting and having right to vote)
Objectives and Reasons The 2017 Annual General Meeting of Shareholders has held on April 27, 2017 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 April 27, 2017. The Company has published The 2017 Annual General Meeting of Shareholders report and invitation letter including all documents concerning this meeting as specified in enclosure No. 1. in the Company's website.

Agenda 2 To acknowledge the report of the Board of Directors for the year 2017

(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 2017 which was appeared in enclosure No. 2.

The Board of Directors resolved to submit the above mentioned 2017 report of Board of Directors and business operation to the shareholders for acknowledgment.

Agenda 3 To consider and approve the financial statements as ended December 31, 2017

(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 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 2017.

(Unit : Million Baht)	
Balance Sheet/Profit & Loss Statement	The Company Only
Total Assets	1,355.37
Total Liabilities	326.27
Proportion of Shareholders	1,029.10
Revenue from selling / working for hire	925.52
Total Revenue	944.89
Total expenses	848.49
Net Profit	80.86
Profit (loss) per share (Baht)	0.134

Details are exhibit in the Company's 2017 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 Dividend Payment

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

Objectives and Reasons 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 2017 company's financial statement for business operation as the net profit of 80.86 Million Baht therefore company will pay dividend for business operation during January 1 – December 31, 2017 in the ratio 0.106 Baht per share or 79.44% of net income tax in accordance dividend policy of company by following dividend payout.

Details of dividend payout	2017 (Purposed)	2016	2015
1. Net profit (Loss) (Million Baht)	80.86	14.61	(18.73)
2. Amount of shares (Million) (As at February 28, 2018)	606.03	600.20	600.00
3. Dividend (Baht/Shares)	0.106	-	-
4. Total Dividend Payment (Million Baht)	64.24	-	-
5. Proportion of dividend payment compared to net profit (%)	79.44	-	-

Along with section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.47 specifies as The Company need to allocate part of annually profit as legal reserve not less than 5 percent of annual net profit deducted by beginning balance of deficit (If any) until this legal reserve is not less than 10 percent. By this, the company has reserved and allot remaining amount into retained earnings of company.

The Board of Directors resolved that the meeting of shareholders approves on dividend payment for business operation of year 2017 (January 1 – December 31, 2017) in the ratio of Baht 0.106 per share thus payment will be made to shareholders who are entitled to receive dividend according to their name as at date of determining right of shareholders (record date) March 8, 2018 and dividend payment date will be on May 25, 2018. By this, granting of such right is uncertain due to need to await approval of shareholders meeting thus remaining amount will allocate for retained earnings

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 2018 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

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|---------------|------------|----------|
| 1. Mr. Suthin | Phadetpai | Director |
| 2. Mr. Pipit | Jaovisidha | Director |
| 3. Mr. Jesada | Sornsuk | Director |

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 passed Nomination Committee due to company has no Nomination Committee thus selection process, Board of Directors (not includes mentioned 3 Directors) have jointly considers proposed names on qualification, experiences, wide range of professional expertise, visionary leadership includes ethics as well as positive attitude towards organization and performance of Boards, use their experiences and proposed to company. Moreover, qualified according to related law, regulation and companies Memorandum of Association includes all practices of duties in the pass. By this, information of Directors whom reelect for another term is enclosure no.3.

In considering candidates to holds position of Directors, the company has no chance to shareholders to propose other person for consideration.

Agenda 6 To set the remuneration of Board of Directors

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

Objectives and Reasons 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 2017 Annual General Meeting of Shareholders has set remuneration of Board of Directors as amounting of Baht 1,950,000 and will be allocated by time to time. For 2017 total amount for remuneration of Board of Directors equals to Baht 858,000. By this company had summarized the paying amount to Board of Directors individually which specified in the annual report and as in enclosure No.2 in the title of Shareholding Structure and Management as the subject of remuneration for Executive Directors.

Details	2018 (Baht) (Propose)	2017 (Baht)	2016 (Baht)
Approval Amount	1,950,000.-	1,950,000.-	1,950,000.-
Actual amount paid in term of meeting allowance		858,000.-	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 2018 as amounting Baht 1,950,000 which as the same amount when compared to year 2017. 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. Monetary Remuneration is meeting allowance

(1) Chairman (each time attended the meeting)

- The remuneration for Chairman is equal to Baht 30,000 thus if chairman receive monthly salary from company or affiliate company then will receive Baht 20,000 when attend the meeting
- The remuneration for Director equal to Baht 15,000 thus if any director receive monthly salary from company or affiliate company then will receive Baht 5,000 when attend the meeting

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

- The remuneration for Chairman of Audit Committee equal to Baht 25,000
- The remuneration for Audit Committee equal to Baht 15,000

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

- The remuneration for Remuneration Committee Chairman is equal to Baht 25,000 thus if chairman receive monthly salary from company or affiliate company then will receive Baht 20,000 when attend the meeting
- The remuneration equal to Baht 15,000 thus if any director receive monthly salary from company or affiliate company then will receive Baht 5,000 when attend the meeting

(4) Executive Board (every time attended the meeting)

- The remuneration for Executive Chairman is equal to Baht 15,000 thus if chairman receive monthly salary from company or affiliate company then will not receive any remuneration when attend the meeting
- The remuneration equal to Baht 10,000 thus if any director receive monthly salary from company or affiliate company then then will not receive any remuneration when attend the meeting

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 consider and appoint the Company's auditor and fix the auditor's fee for the year 2018

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

Objectives and Reasons According to the Public Limited Company Act BC 2535 Code Section 120, the Annual General Meeting Shareholders shall appoint the Company's auditor and fix the auditor's fee. The new auditor can be re-appointed and the Company's Article of Association No.43 indicates that the auditor must not be a director, employee or holds any position in the Company. The company's auditors of year 2017 are as follow:

1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095
(Signed on company's financial statement since 2013-2017 – 5th Years) and/or
2. Mr. Paiboon Tunkoon Certified Public Accountant No.4298
(Never sign company's financial statement) and/or
3. Miss Sakulna Yamsakul Certified Public Accountant No.4906
(Never sign company's financial statement) and/or
4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266
(Never sign company's financial statement)

From Price Waterhouse Cooper ABAS Company limited

Year 2018 Audit Committee has considered appointing auditor from one of accounting office which listed approved by Securities and Exchange Commission, Thailand due to existing auditor has been company's auditors for 5 year continuously therefore for independently so Boards agreed to appoint new auditor for year 2018 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

1. Dr. Suwatchai Meakhaamnouychai C.P.A. No. 6638 and/or
2. Mr. Chavala Tienpasertkij C.P.A. No. 4301 and/or
3. Dr. Kiatniyom Kuntisook C.P.A. No. 4800 and/or
4. Mr. Wonlop Vilaivaravit C.P.A. No. 6797

as specialize, generally accepted, independently and qualified according to regulation of company and Securities and Exchange Commission by setting remuneration for auditors as following

Details	The amount of Auditor Fee in 2018 (Baht) (Proposed)	The amount of Auditor Fee in 2017 (Baht)
Review of Financial Statements, 1 st Quarter	210,000.-	255,000.-
Review of Financial Statements, 2 nd Quarter	210,000.-	255,000.-
Review of Financial Statements, 3 rd Quarter	210,000.-	255,000.-
Yearly Auditor Fee	970,000.-	1,050,000.-
Total	1,600,000.-	1,815,000.-

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

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|------------------|------------------|------------------------|
| 1. Dr. Suwatchai | Meakhaamnouychai | C.P.A. No. 6638 and/or |
| 2. Mr. Chavala | Tienpasertkij | C.P.A. No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook | C.P.A. No. 4800 and/or |
| 4. Mr. Wonlop | Vilaivaravit | C.P.A. No. 6797 |

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be company's auditor for year 2018 and approve auditor fee as amounting of Baht 1,600,000 thus authorized auditors of company and its subsidiaries are one of authorized auditor in the name of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited in order to make sure that financial statement will 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 therefore, it is independent to review and express their opinion on company's financial statement. The above mentioned fees are audit service only, no other services apart from audit fees and in the future no other remuneration arises from agreement which has not completed.

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

The Board of Directors invites all shareholders to attend the meeting on the date, time and place starting from 8.00 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 : pipit@rwi.co.th and/or walirat@rwi.co.th
 - Registered mail send to Pipit Jaovisidha (Corporate secretary)
3. Period of sending the questions: Within April 23, 2018
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.

By the order of The Board of Director



Wutichai Leenabanchong

Chairman