

March 21, 2016

**Invitation Letter To 2017 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

Subject Invitation to 2017 Annual General Meeting of Shareholders

To Shareholders

Enclosure

1. The copy of minute of 2016 Annual General Meeting of Shareholders which held on April 29, 2016
2. The 2016 Annual Report in CD-ROM Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2016
3. Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.
4. Definition of "Independent Director"
5. Information on independent directors and audit committee members nominated by the Company as proxies of shareholders
6. Company Articles of Association with respect to the general meeting of shareholders
7. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures
8. Map of venue of the general meeting of shareholders
9. Proxy Form Type A
10. Proxy Form Type B
11. Requesting Form of Annual Report in paper format

Resolution of Board of Director had scheduled the 2016 Annual General Meeting of Shareholders on Thursday, April 27, 2017 at 9.00 am, Tharnthong Room, Ground 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 2016 Annual General Meeting of Shareholders held on April 29, 2016

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

The 2016 Annual General Meeting of Shareholders has held on April 29, 2016 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 29, 2016. The Company has published The 2016 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 2016

(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 2016 which was appeared in enclosure No. 2.

The Board of Directors resolved to submit the above mentioned 2016 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, 2016

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

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

The Board of Directors resolved to propose to the meeting the audited financial statements certified by Price Waterhouse Cooper ABAS

Company Limited and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2015

Balance Sheet/Profit & Loss Statement	The Company Only
Total Assets	990.23
Total Liabilities	50.70
Proportion of Shareholders	939.53
Revenue from selling / working for hire	598.70
Total Revenue	608.60
Net Profit	13.75
Profit (loss) per share (Baht)	0.02

are exhibit in the Company's 2016 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 2016 company's financial statement for business operation as the net loss equals to 13.75 Million Baht therefore company could not pay the dividend for business operation during January 1 – December 31, 2016

Along with section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.47 specifies as The Company need to allocate part of annually profit as legal reserve not less than 5 percent

of annual net profit deducted by beginning balance of deficit (If any) until this legal reserve is not less than 10 percent of registered capital therefore should have legal reserve 5 percent of annually net profit of Baht 15,000,000

The Board of Directors resolved that the meeting of shareholders approves on omit dividend payment for business operation of year 2016 (January 1 – December 31, 2016) and legal reserve as amounting of Baht 15,000,000

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 2017 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

- | | | |
|-----------------|----------------|--|
| 1. Mr. Wutichai | Leenabanchong | Director |
| 2. Mr. Worawit | Siriwatwimon | Independent Director and
Chairman of
Audit committee |
| 3. Mr. Vichien | Sophanpanitkul | 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 passed Nomination Committee due to company has no Nomination Committee thus selection process, Board of Directors (not includes mentioned 3 Directors) have jointly considers proposed names on qualification, experiences, wide range of

professional expertise, visionary leadership includes ethics as well as positive attitude towards organization and performance of Boards, use their experiences and proposed to company. Moreover, qualified according to related law, regulation and companies Memorandum of Association includes all practices of duties in the pass. By this, information of Directors whom reelect for another term is enclosure no.3 Associate Professor Dr. Pison Udomworarath has reserve for another term by qualified to hold position of Independent Director as company has defied and Independent Director more strictly than rules from Capital Market Supervisory Board (holds position of 9 years continually) In considering candidates to holds position of Directors, the company has no chance to shareholders to propose other person for consideration.

Agenda 6

To set the remuneration of Board of Directors

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

As company's Memorandum of Association No.16 concludes Directors may have a right to receive remuneration which consists of salary, meeting fees, bonus thus 2016 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 2016 total amount for remuneration of Board of Directors equals to Baht 840,000. 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	2017 (Baht) (Proposed)	2016 (Baht)	2015 (Baht)
Approval amount	1,950,000.-	1,950,000.-	1,950,000.-
Actual amount paid		840,000.-	890,000.-

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the remuneration of Board of Directors for year 2017 as amounting Baht 1,950,000 which as the same amount when compared to year 2016. 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 each time is equal to Baht 30,000. By this as attended to the meeting would receive payment as amount of Baht 20,000
 - (2) Board of Directors (each time attended the meeting)
 - The remuneration for each time is equal to Baht 15,000. By this, if any directors whom had been paid for monthly salary will receive Baht 5,000
 - (3) Executive Committee (each time attended the meeting)
 - The remuneration for each time is equal to Baht 15,000. By this, if any Executive Chairman whom had been paid for monthly salary or holds position as executive in subsidiaries then will receive Baht 5,000
 - The remuneration for attended executive meeting is equal to Baht 10,000 thus if any executive who had been paid for monthly salary or act as employee in affiliate company will receive Baht 2,000

- (4) Audit Committee (each time attended the meeting)
 - The remuneration for Chairman of Audit Committee is equal to Baht 25,000
 - The remuneration for Audit Committee is equal to Baht 15,000
- (5) The remuneration Committee (each time attended the meeting)
 - The remuneration for Chairman of remuneration Committee is equal to Baht 25,000
 - The remuneration for remuneration committee is equal to Baht 15,000. By this any Director received monthly or as employee (subsidiaries) will pay Baht 5,000 when attended 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 2017
(Voting method: using majority vote of shareholders meeting and having right to vote)
- According to the Public Limited Company Act BC 2535 Code Section 120, the Annual General Meeting Shareholders shall appoint the Company's auditor and fix the auditor's fee. The new auditor can be re-appointed and the Company's Article of Association No.43 indicates that the auditor must not be a director, employee or holds any position in the Company. The company's auditors of year 2016 are as follow:
- 1. Mr. Pisit Thangtanagul Certified Public Accountant No.4095
(Signed on company's financial statement since 2013-2016 – 4th 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)

Therefore, in the year 2017 audit committee had approved and proposed same auditors as following name list

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.4906and/or

4. Miss Nopanuch Apichartsathean Certified Public Accountant No.5266

From Price Waterhouse Cooper ABAS Company limited for year 2017 the Company's auditor for 5th year 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 2017 (Baht) (Proposed)	The amount of Auditor Fee in 2016 (Baht)
Review of Financial Statements, 1 st Quarter	255,000	200,000
Review of Financial Statements, 2 nd Quarter	255,000	200,000
Review of Financial Statements, 3 rd Quarter	255,000	200,000
Yearly Auditor Fee	1,050,000	1,050,000
Total	1,815,000	1,650,000

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. 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 to be company auditor for year 2017 as amounting of remuneration fees equals to Baht 1,815,000 thus authorized auditors of company and its subsidiaries are one of authorized auditor in the name of Price Waterhouse Cooper ABAS Company Limited in order to make sure that financial statement will finished 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 as independently to audit and reviews financial statement as 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 tanapan@rwi.co.th and/or walirat@rwi.co.th
 - FAX 02-682-6361
 - Registered mail send to Pipit Jaovisidha (Corporate secretary)
3. Period of sending the questions: Within April 24, 2017
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

Executive Chairman