

Company Articles of Association with respect to the General Meeting of Shareholders

Shareholders' Meeting

Article 33. The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the abovementioned shall be called shareholder meetings. The board of directors may call an extraordinary meeting of shareholders when appropriate or when shareholders holding shares of not less than one-fifth of the total number of authorized shares or not less than 25 shareholders holding shares of not less than one-tenth of the total number of authorized shares together file a petition clearly stating specific reasons and objectives requesting the board of directors to call an extraordinary meeting. In this regard, the board of directors shall proceed to call an extraordinary meeting of shareholders to be held within 1 month from the date the board received the request from the shareholders.

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-third of the total number of shareholders and 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 and not less than half of total number of directors must reside in the Kingdom. .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 (1) 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 one-half 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.

Registration and Voting Procedures for E-Meeting

As the 2022 annual general meeting of shareholders will be conducted through electronic media (E-Meeting), the Company would like to provide guidelines for the registration and voting through electronic media as follows:

Required documents for registration

1. Individual shareholders

(a) Attendance in person by Thai individual shareholders who will use Thai national ID card as verification document

(1) A valid Thai national identification card

(b) Attendance in person by individual shareholders who will use other type of verification document

(1) Registration form for E-AGM (Notification form from TSD with clear email and phone number)

(2) a photocopy of a valid photo-ID issued by a government authority, e.g. an official identification card, a foreigner identification card or a passport (in case of foreign shareholder), which is certified as a true copy by the shareholder

(c) Attendance by proxy

(1) Registration form for E-AGM (Notification form from TSD with clear email and phone number)

(2) a proxy form B (Enclosure 8), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty

(3) a photocopy of a valid photo-ID issued by a government authority of the proxy grantor (shareholder), which is certified as a true copy by the proxy grantor

(4) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

Please submit all required documents to the Company via email and post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by 27 April 2022 for the Company to review and verify the documents and proceed further with the registration. However, submission of documents are not required for the individual shareholders who will register through e-registration system using Thai national ID card as verification document.

2. Juristic person shareholders

(a) Attendance in person by the authorized representative of the shareholder

(1) Registration form for E-AGM (Notification form from TSD with clear email and phone number)

(2) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by the authorized representative

(3) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder.

(b) Attendance by proxy

(1) Registration form for E-AGM (Notification form from TSD with clear email and phone number))

(2) a proxy form B (Enclosure 12) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty

(3) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by such authorized representative

(4) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder

(5) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

(c) Attendance by proxy given by a Thai Custodian

(1) Registration form for E-AGM (Notification form from TSD with clear email and phone number)

(2) a photocopy of a valid power of attorney, authorizing the custodian to give proxy, which is completely filled in and signed by the principal and the attorney, and affixed with Baht 30 of stamp duty, which is certified as a true copy by the authorized representative of the custodian

(3) the documents specified in 1.(c)(3) or 2.(b)(3) and (4), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)

(4) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the custodian, which is certified as a true copy by such authorized representative

(5) a photocopy of an affidavit of the custodian issued by the Ministry of Commerce, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of the custodian

(6) a photocopy of a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business, which is certified as a true copy by the authorized representative of the custodian

(7) a proxy form C (available for download at www.sprc.co.th), which is completely filled in and signed by the proxy grantor (i.e. the custodian) and the proxy, and affixed with Baht 20 of stamp duty

(8) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by such proxy

Please submit all required documents to the Company via email and post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by 27 April 2022 for the Company to review and verify the documents and proceed further with the registration.

3. Shareholders who give proxy to the independent director of the Company

A shareholder may give proxy to the Company's independent director, viz

- Mr. Worawit Siriwatwimon
- Mr. Wichien Sophanpanitkul
- Mr. Aniwut Pongpajit

Details of the independent director proposed to serve as a proxy of shareholders are attached as Enclosure 7.

To give proxy, please arrange for a proxy form B (Enclosure 12), which is completely filled and signed by the shareholder to arrive via post in accordance with the details specified in item no. 4 below by 27 April 2022 for the Company to review and verify the documents and proceed the documents further.

4. Delivery address and email address

A. For delivery of documents via post

Attention to :

Rayong Wire Industries Public Company Limited, No. 1011 Supalai Grand Tower, 17 floor, room 1703-1704, Rama 3 Road, Chong Nonsi Subdistrict, Yan Nawa District, Bangkok Province 10120

B. Email : rwi-ir@rwi.co.th or tanapan@rwi.co.th

5. e-Registration

The e-Registration system will be opened for registration on 12 April 2022 and closed for registration on 29 April 2022 at 11:00 hrs.

❖ Link for registration

URL:<https://portal.eservice.set.or.th/Account/Login?refer=uncMPxUbz4084ZR5i0YpQpjNaoMjxUg3Vrb44q1dwZhGC1jkgsZHZg%3d%3d>

or scan : OR Code



❖ Link for DAP e-Shareholder Meeting User Manual

<https://www.set.or.th/en/eservice/shareholder.html>

or scan : OR Code



For convenience in attending the meeting, please register through the SET's e-registration system at least 1 day in advance. For registration trouble shooting, please contact DAP Operation at telephone number 02-009-9888 ext. 1 or the Company's Investor Relations at telephone number 02-049-1001 Ext 4051 from 12 April 2022 to 29 April 2022 on Monday to Friday at 8:30 – 16:30 hrs.

Voting

1. Voting shall be conducted openly, and one share is entitled to one vote.
2. Voting on each agenda item: Each shareholder may vote "approve" or "disapprove", or "abstain" in each agenda according to the number of shares he/she holds and cannot allocate the number of shares to vote separately, except for a custodian. Please see detailed guideline of the voting procedure in DAP e-Shareholder Meeting User Manual.
3. Voting by a proxy: In the event that a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the system will record such vote as marked in the proxy form in advance, and the proxy will not be entitled to change the votes marked in the system. However, if (i) a proxy grantor does not specify his/her intention on how to vote on an agenda item in the proxy form; (ii) such intention is not clearly specified therein; (iii) there is any matter other than those specified in the proxy form which is to be considered and resolved in the meeting; or (iv) there is any change or amendment to any fact in the meeting, the proxy will be entitled to consider and vote on such agenda item via electronic voting system as the proxy deems appropriate. In any case, independent director(s) who has special conflict of interest on Agenda item 5 regarding election of directors shall abstain from voting on this agenda.
4. The resolution of the meeting of shareholders must consist of the following votes:
 - (a) Ordinary cases: it shall require a majority of the votes of the shareholders attending and eligible to vote to pass the resolution; and
 - (b) Cases in which the Company's Articles of Association and/or the laws provided otherwise: the vote shall be in accordance with the laws and/or the Company's Articles of Association.

The resolution of Agenda item 5 regarding election of directors requires the majority votes of the shareholders attending and eligible to vote, and the persons who obtained the highest number of votes in respective order higher to lower according to the required number of directors will be elected as directors of the Company.

The resolution of Agenda item 6 regarding the approval of the directors' remuneration for year 2022 requires the approval of at least two-thirds of the shareholders attending the meeting.

The Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

5. In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.

6. Any shareholder or proxy who has special conflict of interest in any specific issue shall have no right to cast his/her vote on the said issue and that shareholder or proxy may be invited by the Chairman to temporarily leave from the meeting, except for voting on election of directors.

7. In the process of vote counting for all agendas (other than Agenda item 5 regarding election of directors), the shareholder who wishes to "Disapprove" or "Abstain" from voting should cast their votes using online voting system. Those who choose not to cast their votes via online voting system will be assumed to "Approve" the agenda in question.

For the vote counting for Agenda item 5 regarding election of directors, all shareholders are asked to vote on such motions by casting their votes using online voting system for each candidate individually. All the votes, whether approval, disapproval or abstention, will be collected and counted. However, those who choose not to cast their votes via online voting system will be deemed to be "Abstain" from voting.

8. During the voting period, the Company will notify the registered shareholders and proxies, and will open a voting system for each agenda.


However :

(a) for Agenda item 2, which is to acknowledge 2021 Company's performance, there is no vote casting as it is agenda for acknowledgement.

(b) for Agenda item 5 regarding election of directors, voting will be divided into subsections. Each candidate's name will be specified in each subsection for election of director on an individual basis.

Before casting the vote for each agenda item, the shareholders will have an opportunity to ask questions in relation to such agenda item. In this regard, shareholders who wish to ask questions shall type the questions into the system. When such shareholder is allowed to ask question, the Company will call such shareholder's name and ask him/her to turn on his/her microphone and/or camera. Please see detailed guideline for asking questions in DAP e-Shareholder Meeting User Manual. However, the Company will provide answers to an appropriate number of questions during the e-meeting and consider recording the questions that are not answered in during meeting in the minutes of the shareholders' meeting as deem appropriate.

Vote Counting

1. The Chairman of the meeting will inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting.
2. At this shareholders meeting, the Company uses e-meeting platform of Digital Access Platform Company Limited (a company within the same group as the Stock Exchange of Thailand) for the Company's counting of the votes.
3. The Chairman of the meeting shall announce the result of vote counting to the meeting on each agenda. After the voting process of each agenda is closed and the Company has announced the voting results, shareholders can view the result of each agenda by clicking  on the icon.

Remark

- Attendees wishing to leave the e-meeting before the e-meeting is adjourned will not be entitled to vote on the agenda considered after he/she left as advance voting is not allowed.
- The total number of votes cast on each agenda item may fluctuate as attendees may enter and leave the e-meeting from time to time. Therefore, the number of persons attending the e-meeting during each agenda item may change.
- The Company reserves the rights not to complete the registration process if the documents provided are not complete or if the registration occurs after the end of registration period.
- If the attendees change their title, name or surname, the evidence of such changes is required.
- If any of the required documents is not in Thai or English, its English translation, which is certified as a correct translation by the authorized representative of the relevant juristic person, must also be attached.
- If there is any amendment to the proxy, it must be accompanied by the signature of the proxy grantor. If there is no such signature, it will be deemed that the proxy is not entitled to vote in such agenda.
- The shareholder who wishes to give general proxy may use proxy form A. The shareholder who is a foreign investor for which a custodian of the shares in Thailand is appointed may use proxy form C.
- Proxy form A and proxy form C are available for download at www.rwi.co.th.

Privacy Notice : In holding shareholders' meetings through the DAP e-Shareholder Meeting system, the Company collects, uses and discloses personal information of shareholders to perform their duties as required by law and for the benefit of providing services to shareholders at shareholders' meetings, where shareholders are protected by the personal data protection policy or privacy notice as shown on the company's website www.rwi.co.th
