

March 29, 2019

**Invitation Letter of 2019 Annual General Meeting of Shareholders  
Rayong Wire Industries Public Company Limited**

<b>Subject</b>	Invite to attend 2019 Annual General Meeting of Shareholders
<b>Attention</b>	Shareholders
<b>Enclosure</b>	<ol style="list-style-type: none"><li>1. The copy of minute of 2018 Annual General Meeting of Shareholders which held on April 26, 2018</li><li>2. The 2018 Annual Report in QR Code Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2018</li><li>3. Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.</li><li>4. Comparison Table on company's Article of Association</li><li>5. Definition of "Independent Director"</li><li>6. Information on independent directors nominated by the Company as proxies of shareholders</li><li>7. Company Articles of Association with respect to the general meeting of shareholders</li><li>8. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures</li><li>9. Map of venue of the general meeting of shareholders</li><li>10. Proxy Form Type A</li><li>11. Proxy Form Type B</li><li>12. Requesting Form of Annual Report in paper format</li></ol>

Board of Director of Capital Engineering Network Public Company Limited has resolved to schedule 2019 Annual General Meeting of Shareholders on Tuesday, April 30, 2019 at 9.00 am, Vimarnthip Room, 5<sup>th</sup> Floor, No.372, Montien Riverside Hotel, 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 2018 Annual General Meeting of Shareholders which held on April 26, 2018**

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

**Objectives and reasons** The 2018 Annual General Meeting of Shareholder has held on April 26, 2018. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 day counting from date of 2018 Annual General Meeting of Shareholders together with published on company's website [www.rwi.co.th](http://www.rwi.co.th)

**The Board of Directors** resolved to propose the minute held on April 26, 2018 of 2018 Annual General Meeting of Shareholders to be considered and certified in this meeting. The Company has published minute of 2018 Annual General Meeting of Shareholders and invitation letter including all documents concerning this meeting as specified in enclosure No. 1.

**Agenda 2**      **To acknowledge the report of the Board of Directors for the year 2018**

*(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 2018 which was appeared in 2018 Annual Report.

**The Board of Directors** resolved to submit the above mentioned 2018 report of Board of Directors and business operation to the shareholders for acknowledgment which company has summarized the past performance and significant changes that occurred in the year 2018 in enclosure No.2 (Annual Report RE: Explanation and Examination of Financial Status and Business operation)

**Agenda 3**      **To consider and approve the financial statements as ended December 31, 2018**

*(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 for year 2018 as ended December 31, 2018 as certified by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte") and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2018

**Comparison Table on company's Article of Association**

(Unit : Million Baht)				
Transaction	Year 2018	Year 2017	Increase (Decrease)	Percentage
Total Assets	1,485.09	1,355.37	129.72	9.57
Total Liabilities	419.49	326.27	93.22	28.57
Proportion of shareholders	1,065.60	1,029.10	36.50	3.55
Revenue from sales	1,010.61	925.52	85.09	9.19
Total Revenue	1,106.63	947.59	159.04	16.78
Total Expenses	1,042.91	851.19	191.72	22.52
Profit (Loss) Annually	52.87	80.86	(27.99)	(34.62)
Profit (Loss) Per Share (Baht)	0.0848	0.1340	(0.0492)	(36.72)

With details as shown in financial statements of the Annual Report 2018 which were sent to the shareholders together with this invitation letter as specified in enclosure no.2

**Agenda 4**      **To consider profit allocation of omit dividend payment**

*(Voting method: Using majority votes of shareholders present at the meeting and entitled 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 consolidate financial statement (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company however, company may require a dividend payment at a rate less than specified above. If the company needs to use such net profit to expand company's operations

By this, year 2018 company consolidate financial statement has net profit from business operation in totaling of 52.87 Million Baht due to company need to reserve cash for working capital and investment in other project therefore Board of Directors proposed to omit dividend payment for 2018 business operation during January 1 – December 31, 2018

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 allocate remaining amount into company's retained earning

**The Board of Directors** resolved to propose the meeting to considering omit dividend payment for 2018 business operation during January 1 – December 31, 2018 and consider on allocate the remaining amount into company's retained earning

**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 reelect thus in this 2019 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

1. Mr. Theerachai Leenabanchong Director
2. Dr. Pison Udomworarath Director and Independent Director
3. Miss Laphassarin Kraiwongwanitrunng 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 passes Nomination Committee due to company has no Nomination Committee thus selection process Board of Directors (not included mentioned 3 directors) which is considered from individual qualifications of existing directors of company as has been screened by the Board of Directors that has suitable qualification for company's business as a person with knowledge, ability and basic expert from variety of profession in term of leadership, vision including morality, ethics and good attitude toward organization and good practice in term of directors thus uses their experiences and propose to organization includes is a person in accordance to legal qualification and related announcement. By this, curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term specified in enclosure no.3

In this regard, Dr. Pison Udomworarath as existing independent director was nominated to be a director for another term. The Board of Directors has considered and gives opinions independently as in accordance to relevant rules. As well as bringing knowledge, ability and expertise To give suggestions which are beneficial to the operation of the company which currently holds the position of independent director for less than 9 years which currently holds position for 3 year of Independent Director so total proposed for this appointment is 6 years

In addition, in considering nomination of persons to serve as directors The Company does not allow shareholders to propose names of persons to be considered

**Agenda 6** **To set the remuneration of Board of Directors for year 2019**

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

**Objectives and reasons** as company's Article of Association No.16 concludes Directors may have a right to receive remuneration which consists of rewards, meeting allowances, bonus or other benefits in other form as specified in Article of Association or consideration from shareholders thus year 2018 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 1,950,000 (once). Year 2018 actual amount paying of remuneration directors equals to Baht 840,000. By this, company has summarized amount of remuneration for directors

individually for year 2018 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

<b>Details</b>	<b>Year 2019 (Proposed)</b>	<b>Year 2018 (Baht)</b>	<b>Year 2017 (Baht)</b>
Approval Limitation	1,950,000.-	1,950,000.-	1,950,000.-
Actual Amount Paid Total meeting allowance		840,000.-	858,000.-
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 2019 as proposed by Nomination and Remuneration Committee as amounting Baht 1,950,000 which has same amount when compared to year 2018. This does not include remuneration or welfare that directors receive as employees of the company which is scheduled to be paid once as carefully scrutinizing various appropriateness and compare references from the same industry, economic conditions including appropriateness of the number of the Board of Directors by following details:

1. Monetary Compensation: Meeting allowance

(1) Board of Director (all times attendance)

- Meeting allowance for Chairman equal to Baht 30,000.- (each time) thus for Chairman who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
- Meeting allowance for Director equal to Baht 15,000.- (each time) thus for Director who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting

(2) Audit Committee (all times attendance)

- Meeting allowance for Chairman of Audit Committee equal to Baht 25,000.-
- Meeting allowance for Audit Committee equal to Baht 15,000.-

(3) Remuneration Committee (all times attendance)

- Meeting allowance for Chairman of Nomination and Remuneration Committee equal to Baht 25,000.- thus for Chairman of Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting

- Meeting allowance for Nomination and Remuneration Committee equal to Baht 15,000.- thus for Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting

(4) Executive (all times attendance)

- Meeting allowance for Executive Chairman equal to Baht 15,000.- thus for Executive Chairman who receive regular salary from company or subsidiaries then will not receive meeting allowance
- Meeting allowance for Executive equal to 10,000.- thus for Executive who receive regular salary from company or subsidiaries then will not receive meeting allowance

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 2019**

*(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. In addition, announcement from Capital Market Supervisory Board requires listed companies must arrange for an auditor rotation. If former auditor performs duty of reviewing or auditing and commenting on company's financial statements for 7 fiscal years, whether or not they are in contact with each other which can appoint a new auditor under the same audit office as the former auditor however, company will appoint an auditor who has retired from performing duties from the rotation of the auditor after at least 5 consecutive fiscal years from the date of the expiration of the duties 2018 is

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

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

Therefore, for the year 2019, the Audit Committee considered and agreed to propose to appoint exiting auditors as following names:

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

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited (“Deloitte”) to be the company’s auditor of year 2019 for 2<sup>nd</sup> year due to independence, good working standards, enough support team and fully qualified according to the company’s regulations and requirements of the Securities and Exchange Commission as performed well on duties to consider following amount of remuneration:

<b>Details</b>	<b>Amount (Baht) Year 2019 (Proposed)</b>	<b>Amount (Baht) Year 2018</b>
Review of Financial Statements,1 <sup>st</sup> Quarter	240,000.-	210,000.-
Review of Financial Statements,2 <sup>nd</sup> Quarter	240,000.-	210,000.-
Review of Financial Statements,3 <sup>rd</sup> Quarter	240,000.-	210,000.-
Yearly Auditor Fee	980,000.-	970,000.-
<b>TOTAL</b>	<b>1,700,000.-</b>	<b>1,600,000.-</b>

**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. Dr. Suwatchai | Meakhaamnouychai | CPA.No.6638 and/or  |
| 2. Mr. Chavala   | Tienpasertkij    | CPA.No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook        | CPA.No. 4800 and/or |
| 4. Mr. Wonlop    | Vilaivaravit     | CPA.No. 6797        |

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be company’s auditor for year 2019 and approve auditor fee as amounting of Baht 1,700,000 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 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. 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 amendment of Article of Association No.33**

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

**Objectives and reasons** in order to be relevant to PUBLIC COMPANY LIMITED ACT B.E.2535 section 100 as amend by order of Head from National Council for Peace and Order No.21/2560 RE: Amendments laws in order to facilitate in business operation

**The Board of Directors** resolved to propose to Annual General Meeting of Shareholders to approve amendment Article of Association No.33 thus details of this amendment specified in enclosure no.4

**Agenda 9**      **To consider and approve of decrease registered capital and amend memorandum of association no.4 to be in accordance with decrease registered capital**

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

**Objectives and reasons** Firstly, company need to decrease registered capital and amendment Memorandum of Association No.4 RE: Registered Capital to be completed before being able to increase registered capital. By this, to be in accordance to PUBLIC COMPANY LIMITED ACT requires company to reduce its registered capital by cancellation of unsold shares as amounting of 263,634,814 shares for registered capital to be equal to paid-up capital as amount of Baht 318,182,593 before increasing registered capital

**The Board of Directors** resolved to propose to Annual General Meeting of Shareholders to approve decrease registered capital from Baht 450,000,000 to Baht 318,182,593 by cancellation of unsold shares as amounting of 263,634,814 shares (par value of Baht 0.50 as ordinary shares reserve for right of warrant holders (RWI-W1) which is currently expired thus amend Memorandum of Association No.4 RE: Registered Capital to be in accordance to decrease registered capital by cancel original information and using new information as follows:

“No.4	Registered Capital	318,182,593	Baht
	Consists of	636,365,186	Shares
	Par value of	0.50	Baht
	Ordinary Shares	636,365,186	Shares
	Preferred Shares	-	Shares”



## **Agenda 10**

## **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](http://www.rwi.co.th)
  - E-mail : [nongnuch@rwi.co.th](mailto:nongnuch@rwi.co.th) and/or [walirat@rwi.co.th](mailto:walirat@rwi.co.th)
  - Registered mail send to Nongnuch Kamchaithep, Corporate secretary
3. Period of sending the questions: During April 12 – 25, 2019
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.10 and No.11, which also can be downloaded at [www.rwi.co.th](http://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. 6 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.

Please be informed for acknowledgement and Thank you so much

By the order of The Board of Director



Wutichai Leenabanchong  
Chairman