

**Invitation Letter To 2021
Annual General Meeting of Shareholders**

**Friday 30 April 2021 at 10.00 am.
No.247, Romklao Road, Saensaeb, Minburi, Bangkok
Telephone : 02-049-1001 Facsimile : 02-049-1005
Website : www.rwi.co.th**

Measures for arranging meetings under the circumstances of Coronavirus Disease 2019

From situation under epidemic situations of Coronavirus Disease 2019 in Thailand Apart from this, epidemic situations of Coronavirus Disease 2019 in Thailand which has continually increased number of people infected continuously thus company is aware and concerned about the risk of the spread in the shareholder meeting therefore would like to take this opportunity cooperate and rehearse our understanding to the shareholders by follows information

1. Please cooperate with shareholders' proxies instead of attending the meeting in person

The company wishes to co-operate proxies instead of attending the meeting in person in order to prevent epidemic situations of Coronavirus Disease 2019 due to congestion of shareholders on meeting day which cannot be predicted and for your own hygiene. In addition, company requests cooperation with shareholders to consider granting a proxy to the directors to independent directors instead of attending the meeting in person (in accordance to enclosure no.9 and no.10)

2. Notify channel for sending questions in advance

Shareholders may send questions in advance related to agenda in written to nongnuch@rwi.co.th and/or tanapan@rwi.co.th thus company will record questions and answers in Minute of meeting and disclose to company's website

3. In case shareholders wish to attend the meeting by themselves;

The company asks shareholders to comply with the guidelines for conducting an annual general meeting of shareholders year 2020 strictly in order to prevent risk of epidemic situations of COVID-19 as follows:

- 3.1 Attendee need to fill out questionnaire in order to screen COVID-19 before attend the meeting in case you conceal your health information or travel history then considered as an offense in accordance to Communicable Diseases ACT, B.E. 2558 (in accordance to enclosure no.12)
- 3.2 Entering into the building there has a screen system as need time to process which may not be as convenience as previous year thus company reserves right to not allow shareholders or proxies with temperatures above 37.5 degrees Celsius as has not been screened into the meeting building
- 3.3 The company will not provide any snack or drink in meeting area thus there will be only bottled water provided in the meeting room
- 3.4 This year meeting will be conducted concisely and in accordance to agendas let legally so ask for cooperation or proxies as follows:
 - (1) Line up on screening point, document check point and registration point will spacing 1 Meter which may cause inconvenience
 - (2) Person who passed check point must attach stickers and put on a face mask while attending the meeting
 - (3) The meeting only received advance question in written only from shareholders or proxies through nongnuch@rwi.co.th and/or tanapan@rwi.co.th or given to company officers at the meeting by Board of Directors will arrange answer and disclose on company's website within 14 days counting from meeting date
 - (4) If there are changed for meeting place or there are additional requirements from government agencies then company will notify shareholders or proxies through Stock Exchange of Thailand website and company's website www.rwi.co.th in title of Investor Relations > Shareholders' meeting

April 9, 2021

**Invitation Letter of 2020 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

Subject	Invite to attend 2021 Annual General Meeting of Shareholders
Attention	Shareholders
Enclosure	<ol style="list-style-type: none">1. The copy of Annual General Meeting of Shareholders 2020 dated April 30, 20202. The 2020 Annual Report in QR Code Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 20203. 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 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 format12. COVID-19 Screening Form

Board of Director of Rayong Wire Industries Public Company Limited has resolved to schedule 2021 Annual General Meeting of Shareholders on Friday, April 30, 2021 at 10.00 am, No.247, Romklao Road, Saensaeb, Minburi, Bangkok. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 **To review and adopt minute of Annual General Meeting of Shareholders 2020 dated April 30, 2020**

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

Objectives and reasons The Annual General Meeting of Shareholders 2020 dated April 30, 2020. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 day counting from date of Annual General Meeting of Shareholders 2020 dated April 30, 2020 together with published on company's website www.rwi.co.th

The Board of Directors resolved to propose the minute held on April 30, 2020 Annual General Meeting of Shareholders 2020 dated April 30, 2020. The Board of Directors was of the opinion that the report had been correctly recorded and the Minutes of the General Meeting of Shareholders approved the minutes of such meeting. The company has published the minutes of the 2020 Annual General

Meeting of Shareholders on the Company's website once again along with this notice of the Annual General Meeting of Shareholders. And various documents Related to the Annual General Meeting of Shareholders The details are in the copy of the minutes of the meeting in Enclosure No. 1.

Agenda 2 **To acknowledge the report of the Board of Directors for the year 2020**

(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 2020 which was appeared in 2020 Annual Report.

The Board of Directors resolved to submit the above mentioned 2020 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 2020 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, 2020**

(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 2020 as ended December 31, 2020 as certified by SP Audit Company Limited ("SP Audit") and received an approval from the Audit Committee for approval. The following is the summary of the Company's financial statements for the year 2020

Comparison Table on company's Article of Association

(Unit : Million Baht)				
Transaction	Year 2019	Year 2018	Increase (Decrease)	Percentage
Total Assets	1,128.20	1,011.58	116.62	11.53
Total Liabilities	355.01	229.52	125.49	54.67
Proportion of shareholders	773.19	782.06	(8.87)	(1.13)
Revenue from sales	559.63	676.09	(116.46)	(17.23)
Total Revenue	630.57	683.97	-53.40	(7.81)
Total Expenses	588.83	979.29	(390.46)	(39.87)
Profit (Loss) Annually	30.88	(282.08)	312.96	110.95
Profit (Loss) Per Share (Baht)	0.0494	(0.4433)	0.49	110.53

With details as shown in financial statements of the Annual Report 2020 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 net profit after tax unless company has plans to invest more or other necessary

By this, year 2020 company consolidate financial statement has net profit from business operation in totaling of 30.88 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 2019 business operation during January 1 – December 31, 2020

The Board of Directors resolved to propose the meeting to considering omit dividend payment for 2020 business operation during January 1 – December 31, 2020 and omit allocate of legal reserve

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 2021 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

1. Miss Nongnuch Kumchaithep Director
2. Dr. Pratih Santiphaphob Director
3. Mr. Jessada 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 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 included 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 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 2021**

(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 2020 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 1,800,000 (once). Year 2020 actual amount paying of remuneration directors equals to Baht 870,000. By this, company has summarized amount of remuneration for directors individually for year 2020 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

Details	Year 2021 (Proposed)	Year 2020 (Proposed)	Year 2019 (Baht)
Approval Limitation	1,800,000.-	1,800,000.-	1,950,000.-
Actual Amount Paid Total meeting allowance		870,000.-	1,125,000.-
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 2020 as proposed by Nomination and Remuneration Committee as amounting Baht 1,800,000 which has decline when compared to year 2020. 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 (each time attended)

- Chairman, Chairman of Audit Committee, Chairman of Remuneration Committee will receives Baht 25,000 thus who receive regular salary from company or subsidiaries then will receive Baht 20,000.-
- Director, Audit Committee and Remuneration Committee will receives Baht 15,000 thus who receive regular salary from company or subsidiaries then will receive Baht 5,000.-

- Executive Chairman will receives Baht 15,000.- thus who receive regular salary from company or subsidiaries then no payment.
- Executive will receives Baht 10,000.- thus who receive regular salary from company or subsidiaries then no payment.

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 appoint auditor and set their fees of year 2021**

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

Objectives and reasons According section 120 of Public Limited Company Act BC 2535, Annual General Meeting of Shareholders shall appoint the company's auditor and fix auditors' fees. The new auditor can be re-appointed and company's Article of Association No.43 indicate that auditor must not be a director, employees or hold any position in the company. By this, company's auditors for year 2020 namely;

1. Miss Susan Eiamvanicha
Certified Public Accountant CPA No. 4036 and/or
2. Mr. Suchart Panitcharoen
Certified Public Accountant CPA No. 4475 and/or
3. Miss Chuenta Chommern
Certified Public Accountant CPA No. 7570 and/or
4. Miss Wandee Eiamvanicha
Certified Public Accountant CPA No. 8210 and/or
5. Mr. Kiatisak Vanithanont
Certified Public Accountant CPA No. 9922
From S P Audit Co Ltd ("SP Audit")

Therefore, for the year 2021, the Audit Committee has considered and agreed to propose the appointment of the same examiner, namely

1. Miss Susan Eiamvanicha Certified Public Account No.4036 and/or
2. Mr. Suchart Panitcharoen Certified Public Account No.4475 and/or
3. Miss Chuenta Chommern Certified Public Account No.7570 and/or
4. Miss Wandee Eiamvanicha Certified Public Account No.8210 and/or
5. Mr. Kiatisak Vanithanun Certified Public Account No.9922

From SP Audit Company Limited is the auditor for the year 2021 for the second year due to independence. There is a good standard of work. Have an adequate support team Have complete qualifications according to the company's regulations. And regulations of the Securities and Exchange Commission And performed duties very well throughout And to consider and approve the following compensation

Details	Amount (Baht) Year 2021 (Proposed)	Amount (Baht) Year 2020
Review of Financial Statements 1 st Quarter	200,000.-	200,000.-
Review of Financial Statements 2 nd Quarter	200,000.-	200,000.-
Review of Financial Statements 3 rd Quarter	200,000.-	200,000.-
Yearly Auditor Fees	700,000.-	700,000.-
TOTAL	1,300,000.-	1,300,000.-

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. Miss Susan Eiamvanicha Certified Public Account No.4036 and/or
2. Mr. Suchart Panitcharoen Certified Public Account No.4475 and/or
3. Miss Chuenta Chommern Certified Public Account No.7570 and/or
4. Miss Wandee Eiamvanicha Certified Public Account No.8210 and/or
5. Mr. Kiatisak Vanithanun Certified Public Account No.9922

From SP AUDIT COMPANY LIMITED to be company's auditor of year 2021 and determine audit fees for the year 2021 in the total amount of Baht 1,300,000 thus authorized auditors of company and its subsidiaries are one of authorized auditor in the name of SP 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 thus so there are independently to audit and comments on company's financial statement

Agenda 8

To approve the increase of registered capital and amend the Memorandum of Association of company No.4 to be consistence with the increase of registered capital (voting method: using vote of 3 in 4 of shareholders of voting right)

Objectives and reasons Due to the company wishes to approve the reduction of the Company's registered capital from the original registered capital of 477,273,889.50 baht to the new registered capital amount. 477,258,296.50 baht by cutting fractional shares This Warrant RWI-W2 cannot be converted into ordinary shares in the amount of 31,186 shares with a par value of 0.50 baht per share and Amendment to Clause 4. of the Memorandum of Association regarding registered capital. To be in line with the reduction of the Company's registered capital By canceling the original message and using the new message

The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider approving the Company to amend Clause 4 of the Memorandum of Association of the Company to be in line with the Reduction of registered capital is as follows :

"No.4	Registered Capital Amount	477,258,296.50	Baht
	Consists of	954,516,593	Shares
	Price per Share	0.50	Baht
	Consists of		
	Ordinary Shares	954,516,593	Shares
	Preferred Shares	-	Share"

In this regard, the person entrusted by the Board of Directors to register the amendment of the Memorandum of Association of the Department of Business Development Ministry of Commerce Has the power to edit and add words Or take any action To comply with the order of the registrar.

Agenda 9 Other business (if any)

The Board of Directors invites all shareholders to attend the meeting on the date, time and place starting from 9.00 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 : nongnuch@rwi.co.th and/or tanapan@rwi.co.th
 - Registered mail send to Nongnuch Kumchaithep, Corporate secretary
3. Period of sending the questions: During April 10-23, 2020
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.

Please be informed for acknowledgement and Thank you so much

By the order of The Board of Director

A handwritten signature in black ink, appearing to read 'Wutichai', with a horizontal line underneath it.

Wutichai Leenabanchong
Chairman

**Minute of 2020 Annual General Meeting of Shareholders
Rayong Wire Industries Public Company Limited**

- Date** : Thursday, April 30, 2020 at 9.30 a.m.
- Place** : 247, Romklao, Saen Saeb, Min Buri, Bangkok
- Chairman** : Mr. Wutichai Leenabanchong Chairman
- Secretary's meeting** : Miss Nongnuch Khamchaithep Corporate Secretary
- The Right to attend** : Number of shareholders who holds the shares at the closing date of registration was March 20, 2020 amounting of 2,337 shareholders or totaling of 636,365,186 shares.
- Agenda 1-7** : Number of shareholders and proxies attending the meeting were
31 as 455,282,560 shares representing 71.54 percent of all shares which meet the quorum follow to regulation of company

Before the Meeting Started

Mr. Thannaphan Supsakornas representative of the meeting saluted Rayong Wire Industries Public Company Limited 2020 Annual General Meeting of Shareholders there were 13 shareholders as representing 46,050 shares and proxies from shareholders in totaling of 16 shareholders as representing 455,236,300 shares therefore shareholders and proxies in totaling of 29 shareholders holding 455,282,350 shares, equivalent to 71.54 percent of total shares sold which constituted a quorum pursuant to Company's Article of Association No.35 as well as introduced The Board of Directors, Executive Directors, Company's auditor to the meeting as follows;

The name of all directors attended the meeting were as follows:

- | | | |
|-------------------|----------------|--|
| 1. Mr. Wutichai | Leenabanchong | Chairman, Executive Chairman and Managing Director |
| 2. Mr. Worawit | Siriwatwimon | Vice Chairman,
Chairman of Audit Committee and
Chairman of Remuneration Committee,
Independent Director |
| 3. Mr. Wichain | Sopanpanichkul | Independent Director, Audit committee
and Remuneration Committee |
| 4. Mr. Aniwut | Pongpajit | Independent Director, Audit committee |
| 5. Mr. Theerachai | Leenabanchong | Director |
| 6. Mr. Jessada | Sornsuek | Director and Executive Director |
| 7. Miss Usara | Pattatung | Director and Executive Director |

8. Miss Nongnuch	Khamchaithep	Director, Executive Director, Corporate Secretary and Director (Accounting and Finance)
9. Miss Laphassarin	Kraiwongwanitrun	Director, Executive Director and Remuneration Committee

The name of Executive attended the meeting were as follows

1. Mr. Udom	Tungdechtheerachai	Director (Sales and Marketing)
2. Mr. Sanae	Charoensook	Senior Manager (Information Technology)
3. Mr. Sippawit	Baodee	Senior Manager (Production Engineering)

Company's Auditors

1. Dr. Kiatniyom	Meakhaamnouychai	DeloitteToucheTohmatsuJaiyos Audit Company Limited
2. Miss Kamonthip	Rattanawathee	Deloitte ToucheTohmatsu Jaiyos Audit Company Limited

At the present there are 9 Directors and proportion of directors who attended this meeting equals to 100.00% of total amount of Directors

Mr. Wutichai Leenabanchong was elected as chairperson of the meeting together with welcome shareholders to 2020 Annual General Meeting of Shareholders and handles all agendas to Mr. Thannaphan Supsakornasto precede the following agendas, before started the meeting she will clarify the rules and regulation of voting as following conclusion.

The representative of this meeting announced the company's capital as follows:

- Registered Capital amounting of Baht 477,273,889.50
- Paid Up Capital amounting of Baht 318,182,593.00

and acknowledge shareholders as company has good corporate governance related to equitable treatment of shareholders as follows:

1. Give opportunity to shareholders (could not attend the meeting) can give proxy to independent director
2. Give opportunity to shareholders to send questions to company in advance, turns out that no shareholders send questions to company in advance

In addition, here are voting methods clarify as follows:

1. Rule for voting in this meeting follows through the company of association No.37 as count one share equal one vote.

2. Voting in the meeting would do its openly which shareholders will vote for agreed, disagreed and abstained in each agenda which will counted only shareholders vote for disagreed and abstained only. By any shareholders vote for disagreed or abstained please fill in the received ballot and hand up then our staff will collected its. The company will used voting for disagreed and abstained deducted from totaling voting attended the meeting and the rest of voting will counted as votes for each agenda. By this, in case there was an objection or other comment then the meeting agreed to constitute a consent or approval thus in accordance to Good Governance from The Stock Exchange of Thailand. In agenda 5 RE: To consider directors who retired by rotation for another term whereas company will collect voting cards from all shareholders who attend meeting (disagreed and abstained) for case of agreed, shareholders or proxies are requested to submit their voting cards after the meeting is adjourned however, if any shareholders or proxies don't send ballot company will consider shareholders or proxies to agree with the proposal of the board of directors.
3. In case the shareholders appoint the directors. In accordance with the Shareholders specified in the proxy statement.
4. The company has realizes epidemic situations of Coronavirus Disease 2019 in Thailand which has continually increased number of people infected continuously so it necessary set measures and practices related to meeting for shareholders to practices strictly as noticed invitation letter to shareholders also to be in accordance with measures from government in order to control spread of these virus. In addition, in today meeting will be most concise meeting as in accordance to meeting agendas set forth legally unless shareholders or proxies have any questions please written down on paper that staff give out and raise hand up then official will collect those questions instead of microphone and will answer questions related to meeting agendas in other agendas

After the representative finished clarification for voting then proposed that the meeting to Consider following agendas

Agenda 1 To review and adopt Minute of 2019 Annual General Meeting of Shareholders dated April 30, 2019

Mr. Wutichai Leenabanchong as chairperson of the meeting had informed on enclosed the report of Extraordinary Meeting of Shareholders No.1/2019 to The Stock Exchange of Thailand within 14 days and disclose on company's website therefore, it is appropriate to propose a report of Extraordinary Meeting of Shareholders No.1/2019 as Boards considers mentioned minutes were recorded correctly which match the resolution of the meeting. The company has send copies of minutes together with invitation letter to shareholders as details show in enclosure no.1 before meeting was held.

Therefore proposed shareholders meeting to consider Minute of 2019 Annual General Meeting of Shareholders

Resolution The shareholders, meeting approved a resolution by unanimous votes as follows

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Agenda 2 To acknowledge the report of the Board of Directors for the year 2019

Mr. Wutichai Leenabanchong, Chairperson has informed to the meeting, the company has concluded Board of Directors report and business operation of company for year 2019 which shown in 2019 Annual Report as send to shareholders together with Invitation Letter to 2020 Annual General Meeting of Shareholders

For Development in term of Anticorruption

Year 2019 the company has passed Board of Thailand's Private Sector Collectives Action Coalition against Corruption by monitor and reviews of policies and guidelines continually

Therefore proposed shareholders meeting to acknowledge report of Board of Directors of year 2019

Resolution The meeting has acknowledge Board of Directors report for year 2019

Agenda 3 To consider and approve the financial statements as ended December 31, 2019

Miss Nongnuch Khamchaithep as Director, Executive Director and Director of Accounting and Finance has informed to the meeting, the Company has prepare details on 2019 financial statement which consists of financial statement position, profit and loss statement as ended December 31, 2019 as pass review from Certified Public Accountant from *Deloitte Touche Tohmatsu Jaiyos Audit Company Limited* and received an approval from the Audit Committee for approval which send to shareholders in advances together with invitation letter to 2019 Annual General Meeting of Shareholders which has send to shareholders in advance together with invitation letter to 2020 Annual General Meeting of Shareholders in order to consider which can be concludes as follow:

(Unit : Million Baht)				
Transaction	Year 2019	Year 2018	Increase (Decrease)	Percentage
Total Assets	1,011.58	1,485.09	(473.51)	(31.88)
Total Liabilities	229.52	419.49	(189.97)	(45.29)
Proportion of shareholders	782.06	1,065.60	(283.54)	(26.51)
Revenue from sales and services	676.09	1,010.61	(334.52)	(33.10)
Total Revenue	683.97	1,106.63	(422.66)	(38.19)
Total Expenses	979.29	1,042.91	(63.62)	(6.10)
Profit (Loss) Annually	(282.08)	52.87	(334.95)	(633.51)

Overviews of Business Operation of year 2019 summarized as follows

Financial Status

Total Assets

As at December 31, 2019 The Company has total assets of 1,011.58 Million Baht as 473.51 Million Baht or 31.88% decreased when compared to December 31, 2018 as total assets of 1,485.09 Million Baht due to decline in inventories thus there is a management and strategic planning of inventories carefully, concisely and appropriate for the current sales situation> In addition, lead to decline in raw material considered as inventories, decline in short term loans due to changed in fair value of assets for trade securities and sold investment for payback short term loans from financial institution and also less trade receivable due to sales volume

Liabilities

As at December 31, 2019 The Company has total liabilities of 229.52 Million Baht as 189.97 Million Baht or 45.29% decreased when compared to December 31, 2018 as total liabilities of 419.49 Million Baht due to decline in short term loans from financial institution and account payable due to payback short term loans and account payable in able to purchase raw materials

Proportion of Holding Shares

As at December 31, 2019 the company has total proportion in total of 782.06 Million Baht as 283.54 Million Baht or 26.61% decreased when compared to December 31, 2018 of 1,065.60 Million Baht due to total comprehensive loss in year 2019 of 283.54 Million Baht cause decline in proportion of holding shares as at December 31, 2019

Business Operation

Revenue

The company has total revenue of 683.97 Million Baht as 422.66 Million Baht decreased when compared to same period of year 2018 as amount of 1,106.63 Million Baht or 38.19% due to selling price within country and oversea has continually slow down on price of materials together with rapid appreciation of the Baht so lead many competitors focusing in domestic market therefore resulting in price and quantity competition. For international payments company has already hedged risk of fluctuations in the baht value therefore not affected in any way

Expenses

The company has total expenses in year 2019 of 29.22 Million Baht as 11.14 Million Baht or 27.60% as same period of year 2018 of 40.36 Million Baht due to sale volume within country and oversea decline which leads to decline in freight as well

Administrative expenses in year 2019 of 53.87 Million Baht as 13.04 Million Baht increased or 31.94% compared to same period of year 2018 as amount of 40.83 Million Baht as increased partially thus provision for doubtful accounts is based on company's prudent policy and is based on new employee benefits calculation in accordance with accounting standards No.19 which has comply with new law 400 days as effective on year 2019 onward

Unrealized loss from trading securities of 204.80 Million Baht happened from changes in fair value of investment which is in accordance to situation of capital market for a period only if this capital market turn back to normal situation then lead company be better in term of business operations

Net Profit

Year 2019 company has net profit from business operation of 282.08 Million Baht when compared to same period of year 2018 of 52.87 Million Baht as 334.95 Million Baht decreased r 633.51% which came from following reasons:

1. The company uses caution regarding financial information also acknowledges shareholders on situation regards capital market and truly reflects information in Financial Statement therefore record unrealized loss from trading securities (Mark to Market) in year 2019 of 204 Million Baht

2. The company measures inventories at the end of the period of year 2019; at that time price is under cost thus some deteriorated product to acknowledge shareholders on possibility of the situation of steel wire products then company has records loss in advance as amount of 12.18 Million Baht whenever market price higher than cost then will reverse the transaction

Then propose shareholders meeting to approve Financial Statement for year 2019 as ended December 31, 2019

Resolution The shareholders, meeting approved a resolution by unanimous votes as follows

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Agenda 4 To consider profit allocation of omit dividend payment

Miss Nongnuch Kumchaithep as director, executive and Director (Accounting and Finance) has informed to the meeting, company's dividend payment policy is to pay dividend of not less than 50% of the net profit unless there are no necessary

Year 2019, company's financial statement has loss in business operation therefore Boards proposed omit dividend payment for business operation of year 2019 between January 1 – December 31, 2019 and no legal reserve

The proposed to shareholders meeting to approve omit dividend payment for business operation during January 1 – December 31, 2019 and no legal reserve

Resolution The shareholders, meeting approved a resolution by unanimous votes to omit dividend payment for business operation during January 1 – December 31, 2019

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Agenda 5 To consider appointment of directors who retired by rotation

Mr. Theerachai Leenabanchong as director and executive has informed to the meeting that 2020 Annual General Meeting of Shareholders there are 3 directors who retired by rotation

1. Mr. Wutichai Leenabanchong Chairman
2. Mr. Worawit Siriwatwimon Chairman of Audit Committee and
Independent Director
3. Mr. Wichien Sophanpanitkul Audit Committee and Independent 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 4 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 including being a person who has legal qualification related announcement and company regulations including past performance as directors therefore deems appropriate to elect the directors who are retired by rotation in totaling of 3 people for another terms

Details on ages, proportion of holding shares in company, qualification and work experiences appeared in enclosure no.3 which was sent to the shareholders for consideration in advance together with invitation letter to 2020 Annual General Meeting of Shareholders

In this regard, Mr. Worawit Siriwatwimon and Mr. Wichien Sophanpanitkul as existing independent director and has been propose to re-elect as director for another term as their qualification of holding position of independent director need to be in accordance to Capital Market Supervisory as Mr. Worawit Siriwatwimon is holding position for independent director together of 10 years as proposed nominees so in total of 13 years and Mr. Wichien Sophanpanitkul is holding position of Independent Director of 6 years as proposed nominees so in total of 9 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

Moreover, according to Public Limited Companies Act B.E. 2535 section 86 and Article of Association No.31 specified "No director shall engage in business which has same nature as and in competition with that of the company whether such a business in undertaken for his or her or other person's benefits unless notified shareholders meeting thereof prior to resolution for appointment was passed"

Therefore, before shareholders votes on this appointment, would like to acknowledge on all 3 mentioned directors none of them act as directors in other company as same nature of business and in competition.

Then propose to the meeting to approve the appointment of 3 Directors by shareholders shall elect director individually.

Resolution The shareholders, meeting approved a resolution by majority votes to reelect all 3 Directors for another term by following votes

1. Mr. Wutichai Leenabanchong

The shareholders meeting resolved by unanimously votes as follows

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

2. Mr. Worawit Siriwatwimon

The shareholders meeting resolved by unanimously votes as follows

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

3. Mr. Wichien Sophanpanitkul

The shareholders meeting resolved by unanimously votes as follows

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Therefore, Board of Directors of year 2020 in totaling of 9 people by following name list

1. Mr. Wutichai Leenabanchong
2. Mr. Worawit Siriwatwimon
3. Mr. Wichain Sopanpanichkul
4. Mr. Aniwut Pongpaijit
5. Mr. Theerachai Leenabanchong
6. Ms. Jesada Sornsuk
7. Ms. Usara Pattatang
8. Ms. Nongnuch Kumchaithep
9. Ms. Laphassarin Kraiwongwanitrun

By Mr. Worawit Siriwatwimol, Mr. Wichian Sopanpanichkul and Mr. Aniwut Pongpajit is holding position of company's Independent Director and Audit Committee

Agenda 6 To set remuneration for directors of year 2020

Mr. Worawit Siriwatwimon as chairman of remuneration committee has informed to the meeting, 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 2019 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 2019 total amount for remuneration of Board of Directors equals to Baht 1,125,000.-

By this company had summarized the paying amount to Board of Directors of year 2016 as in enclosure No.2 in the title of Shareholding Structure and Management as the subject of remuneration for Executive Directors.

For year 2020 Boards has approved according to proposed from remuneration committee for amount of remuneration for Board of Directors as amounting of Baht 1,300,000 as decreased when compared to year 2019. In addition, not includes remunerations or any welfare for directors as an employee in which payment schedule to pay individually by thoroughly screening various suitability and comparing references from the same industry as well as economic situation which includes appropriate numbers of directors are consists as following

1. Monetary Compensation (each time attend the meeting)

- Chairman, Chairman of Audit Committee, Chairman of Remuneration Committee, Chairman of Risk Management Committee will receive Baht 25,000 thus anyone who receive monthly salary from company and its subsidiaries will receive Baht 20,000
- Directors, Audit Committee, Remuneration Committee, Risk Management Committee will receive Baht 15,000 thus anyone who receive monthly salary from company and its subsidiaries will receive Baht 5,000
- Executive Chairman will receive Baht 15,000 thus anyone who receive monthly salary from company and its subsidiaries will not receive meeting allowance
- Executive will receive Baht 10,000 thus anyone who receive monthly salary from company and its subsidiaries 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

By this, the effective date is January 1, 2020 until resolution changes

Then proposed shareholders meeting to approve remuneration of directors in year 2020 as above mentioned rates

Resolution The shareholders, meeting approved a resolution by unanimously to approve year 2020 remuneration of directors as follows:

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Agenda 7 To appoint auditor and set their fees of year 2020

Mr. Worawit Siriwatwimon as chairman of remuneration committee has informed to the meeting, 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.

Year 2020 Audit Committee has considered selecting new company's auditors which listed in auditors approved by Securities and Exchange Commission thus in selection of new company's auditor as taking into account various features such as Independence, works through ability to provide advice that are beneficial to the company and its subsidiaries therefore propose to appoint auditor of year 2020 as follows:

<u>Name – Surname</u>	<u>Certified Public Account No.</u>
(1) Miss Susan Eiamvanicha	4036
(2) Mr. Suchart Panitcharoen	4475
(3) Miss Chuenta Chommern	7570
(4) Miss Wandee Eiamvanicha	8210
(5) Mr. Kiatisak Vanithanun	9922

From SP AUDIT COMPANY LIMITED to holds company's auditors for year 2020 (1st Year) due to expertise and standard that generally accepted as well as independently on standard of work that enough to support term 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	Amount (Baht)	Amount (Baht)
	Year 2020	Year 2019
Review of Financial Statements 1 st Quarter	200,000.-	240,000.-
Review of Financial Statements 2 nd Quarter	200,000.-	240,000.-
Review of Financial Statements 3 rd Quarter	200,000.-	240,000.-
Yearly Auditor Fees	700,000.-	980,000.-
TOTAL	1,300,000.-	1,700,000.-

From SP AUDIT COMPANY LIMITED to be company and its Subsidiaries is one of authorized auditor in the name of SP AUDIT 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 therefore independently to audit and comments to company's financial statement thus in this regard there is no subsidiary

By this, even though auditor of company and its subsidiaries is auditor and belong to same office, Audit committee and Board of Directors believe that auditors can prepare the financial statements of the Company and its subsidiaries within the time frame. The auditors will have a meeting with the management to plan the audit and determine the course of the audit in advance.

Therefore proposed shareholders to approve appointment company's auditors of year 2020 and set their fees in amounting of Baht 1,300,000

Resolution shareholders, meeting approved a resolution by majority vote of appoint following names as company's auditors.

<u>Name – Surname</u>		<u>Certified Public Account No.</u>	
(1)	Miss Susan Eiamvanicha	4036	
(2)	Mr. Suchart Panitcharoen	4475	
(3)	Miss Chuenta Chommern	7570	
(4)	Miss Wandee Eiamvanicha	8210	
(5)	Mr. Kiatisak Vanithanun	9922	

From SP AUDIT COMPANY LIMITED to hold position of company's auditor of year 2020 and set their fees as amount of Baht 1,300,000 by following votes

Resolution	Amount	1 share = 1 Vote	% of shares attended and right to vote
Agree	31	455,282,560	100.00
Disagree	0	0	0.00
Abstain	0	0	0.00
Voided Ballot	0	0	0.00
From 455,282,560 votes attended the meeting and have rights to votes in this agenda			

Agenda 8 Other business (if any)

Mr. Wutichai Leenabanchong as chairperson has answers all questions from shareholders that have written down as follows:

Mr. Bordin Kritiyarangsana: Shareholder

From 2019 Annual General Meeting of Shareholders; chairperson said that there is studying in joint ventures with foreigners will tend to have a joint venture or not

Mr. Wutichai Leenabanchong: Chairman

As mentioned earlier on there is a tendency of foreigners from China to invest with the company as negotiated and discussed on the current situation also China has slowed on foreign investment. Moreover, the company needs to be more careful on investment due to the economic situation and the global economy having many effects thus most of productions are product in America or Europe in order to avoid Trade Protectionism (no conclusion yet) so it stills in consideration. Apart from our products such as Pre-stressed Concrete Wire and Pre-stressed Concrete as worth 80% of income also company is seeking for other income in order to develop on our products to be used in other industries as trying to meet various customer needs including other products to expand and have more revenues

Mr. Bordin Kritiyarangsana: Shareholder

1. Income statement of year 2019 there are revenue from sale of 676 Million Baht as cost of sales of 684 Million Baht, loss gross profit margin of 10 Million Baht (not includes other expenses) what is the cause? And it effect year 2020 or not

2. Administrative Expenses in year 2019 as amount of 53 Million Baht and year 2018 of 40 Million Baht as 13 Million Baht increased even deduction in sale volume why is this happened?

3. From Annual Report page 16; risk of investment in fund but no risk in trading securities which has loss of 204 Million Baht. Wish to know that investment for trade securities, how risky and how could u solve these?

Miss Nongnuch Kumchaithep: Director, Executive and Director (Accounting and Finance)

1. Gross Profit Margin has a loss of 10 Million Baht when deducted to cost then will have loss of 10 Million Baht as main reason for company is to be more careful as mentioned in business overall; The company has inspected condition of product together with condition that price is lower than the cost as different therefore recorded as deteriorated product as cost of sales as amount of 13 Million Baht which is unrealized It is caused by impairment of remaining assets or price is higher than cost will reverse to recognition of revenue in year 2020

2. Administrative Expenses in year 2019 as amount of 53 Million Baht and year 2018 as amount of 40 Million Baht as 13 Million Baht increased as came from company had practice in accordance to benefit for employees in accordance to law 400 days and used that to records in

administrative expenses thus reserve provision for doubtful accounts in accordance with company policy then where is payback from debtor then company will reverse the transaction and in the pass there is no customer has not to pay the debt – employee benefit of 4 Million Baht and provision of receivables of 10 Million Baht

3. Investment in trading securities with the loss of 204 Million Baht which cause company to have loss due to situation of COVID-19 and slow down on economic which lead fluctuation in capital market, most of securities price includes the one invested deducted. According to accounting policies as doing financial statement need to record price of securities in accordance to closing price at the end of year (mark to market) which lead to company to recognize unrealized loss in profit and loss statement if situation of capital market better then COVID-19 better, our company could result in better way

Mr. Bordin Kritiyarangsana: Shareholder

Trend of business in year 2020 – what will be the direction?

Mr. Udom Tungdechtheerachai: Director (Sales and Marketing)

Trend of business growth of company in year 2020; Firstly is that the company produces products used in the industry, namely high tensile steel wire, single strand type or PC Wire, used in general construction, used to make piles, electric poles, prefabricated floor slabs. Electric train sleepers High tensile steel wire stranded type or PC Strand, used for large projects such as concrete project, bridges, piles, expressway work, high-speed railway elevators Motorway spring wire is used in the automotive industry, mattress and spring for various purposes. As customer required Welded steel mesh attached to reinforced concrete Use to connect to make a motorway fence. Double way rail fence High speed train Used to make various flooring

As for the growth trend in 2020, the production forecast is approximately 32,200 tons, an increase of 21% from the year 2019, and the income is about 761 million, an increase of 12% from the year 2019, by changing the channel sales strategy in the group. Independent market Which the product will be aimed at retail which will get better price And in other product groups will expand into various projects For the main product line of PC Wire, the sales volume in 2020 is 13,000 tons, which will be close to the year 2019 because this type of product will have a lot of market support. Spread all over the country both private and government sectors Resulting in continuous product purchase orders in 2019 and 2020. Production capacity is almost the same Because the company has a full production capacity of the machine For the large stranded PC Strand wire used in the construction in 2020, the sales volume was 16,500 tons, an increase of 27% from the year 2019 because the company has customers throughout the country. There are staff visiting customers all the time. And there is still a service team taking care of customers all the time both small and medium customers who can do better sales price. In the spring wire The Company has improved the quality of production. Currently, the company has contacted large customers. In which the customers who produce mattresses for export Especially China that has moved production bases to Thailand And the company is also searching for raw materials used to produce good quality springs And with a lower

price By taking it to trial, producing, delivering to customers Which the customers have a good acceptance of this product and still have to sell to the customers From the original that was sold in the year 2019 in the amount of 148 tons. The company still has contact It is expected that by 2020 it will be able to sell 1,200 tons, increasing by 710% from 2019. As for the other wire products such as Cold Drawn Steel Wire, which are auxiliary wires which can be used in conjunction with PC Wire and PC Strand, so this type of wire will also expand as mentioned above. Next is Wire Mesh or Wire Mesh. Which is used to make motorway fences High speed rail fence In which the company has improved the machinery Increase efficiency In order to reduce production costs And also expanding into large-scale projects such as construction of factory buildings From the aforementioned factors Therefore, it is estimated that the company will sell 32,200 tons of sales value of approximately 760 million baht.

Miss Janened Maethaveevinit: Proxy

1. In the year 2019, how much is the interest paid? Divided into LC/TR Credit Term
2. In what reason? In 2017, the company had a profit of 80 million baht. Earnings per share of 0.13 baht caused by which project?

Miss Nongnuch Kumchaithep: Director, Executive and Director (Accounting and Finance)

1. In the year 2019, the company paid interest in amount of 6.2 Million Baht. In the year 2020, company paid the interest to the financial institutions at the beginning of 2020 in the amount of 139 Million Baht therefore reduce interest burden. At the moment the company has loan interest of 5% per year but year 2020 the company has interest of 2% per year and the company seem to pay less interest than year 2019 about half of installment, The company uses credit with many financial institutions therefore, the interest payment will be written off through the company account at the end of every month, while some banks will write off once both principal and interest when due, moreover Credit Term of LC/TR at the most of 6 months

2. The reason as company has profit in year 2017 due to company has lots of stock left over from year 2016 so lead to low cost therefore has amount of 70 Million Baht for the profit

Mr. Bordin Kritiyarangsarn: Shareholder

What are the guidelines for management? Will the price increase? Will keep in the long run or not ?

Miss Nongnuch Kumchaithep: Director, Executive and Director (Accounting and Finance)

For trading investments in market demand The company has predicted that this investment will have profit. The company has studied the business of buying the securities that the price might increase In addition; the securities that were invested were profitable after a long loss. And now all the securities in the market have declined not just the securities that the company invested in However, the company does not remain silent due to the company has an investment committee with a consultation on how to proceed and always check the securities that are invested And during the period that securities have increased in price The company will sell those securities for profit, which in the first quarter and in the year 2019, the company will sell the securities to make profit.

There is no other proposal then chairperson thank you all to cooperate with these measures thus we have go through all meeting agendas specified in letter of invitation to Shareholders' meeting with all consideration as a representative of Directors and Executives thank you all once again for taking time to attending this meeting and thank you for *Deloitte* Touche Tohmatsu Jaiyos Audit Company Limited for attended to this meeting

The meeting was adjourned at 10.40 am.

-Wutichai Leenabanchong-

(Mr. Wutichai Leenabanchong)
Chairperson

Certified true and correct

-Miss Nongnuch Kumchaithep-

(Miss Nongnuch Kumchaithep)

Director

-Laphassarin Kraiwongwanitrungrung-

(Miss Laphassarin Kraiwongwanitrungrung)

Director

**Curriculum vitae of person nominated for appointments as Directors
in replace of Directors retiring at the expiration of term**

1. Curriculum vitae of person nominated

1.1 Miss Nongnuch Kamchaithep



- **Age** : 45 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Executive
- **Highest Educational:**
 - **Bachelor Degree (accounting), Sriprathum University**
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 2 Year
- **Experiences/Specialize** : Accounting and Finance
- **Term of Director** : 3 Years
- **Proportion of holding company shares** : -None-
(among himself/spouse/under children)
- **Relationship among Executives** : -None-
- **Work Experience**

Holds position in group of company – None-
Holds position in related company – None-
Holds position in competition company / related to our business – None-
Holds position in non-listed company –None-
Holds position in other companies which may have conflict of interest among company -None-

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.
- **Number of attended meeting in the past year**
 - Board of Directors 4/4 Time
 - Executive Directors 6/6 Time

1.2 Mr. Jessada Sornsuek

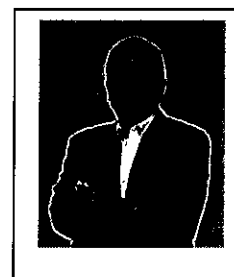


- **Age** : 63 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Executive
- **Highest Educational** :
 - **Master Degree**
Engineering (Sanitary Engineering), Chulalongkorn University
 - **Bachelor Degree**
Engineering ((Sanitary Engineering), Chulalongkorn University
- **Training roles of Directors from Thai Institute of Director (IOD)**
 - **Directors Accreditation Program (DAP) No.107/2014**
 - **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 3 Year (February 21, 2018)
- **Experiences/Specialize** : Engineering (Production Management)
- **Term of Director** : 3 Years
- **Proportion of holding company shares** : -None-
(among himself/spouse/under children)
- **Relationship among Executives** : -None-
- **Work Experience**

Holds position in group of company – None-
Holds position in related company – None-
Holds position in competition company / related to our business – None-
Holds position in non-listed company –None-
Holds position in other companies which may have conflict of interest among company -None-

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.
- **Number of attended meeting in the past year**
 - Board of Directors 4/4 Time
 - Executive Directors 6/6 Time

1.3 Dr. Pratit Santipraphob



- **Age** : 56 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Executive
- **Highest Educational** :
 - **Doctorate (Computer and Information Science)**
Florida State University, Tallahassee, FL, USA
 - **Master of Engineering (Production Systems Engineering)**
Toyohashi University of Technology, Toyohashi, Japan
 - **Bachelor Degree (Mechanical Engineering) , Honor No.2, Kasetsart University**
 - **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : -
- **Experiences/Specialize** : Production Systems Engineering and Information Science
- **Term of Director** : 3 Years
- **Proportion of holding company shares (among himself/spouse/under children)** : -None-
- **Relationship among Executives** : -None-
- **Work Experience**

Holds position in group of company – None-
Holds position in related company – None-
Holds position in competition company / related to our business – None-
Holds position in non-listed company –None-
Holds position in other companies which may have conflict of interest among company -None-

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.
- **Number of attended meeting in the past year**
 - Board of Directors - Time
 - Executive Directors - Time

Definition of Independent Director

Rayong Wire Industries Public Company Limited had defines the definition of Independent Director which in more strict than regulations from The Securities and Exchange Commission and The Stock Exchange of Thailand as follows

1. Holding share not more than 0.5 percent of total qualified votes of company, major company, subsidiaries, associates, major shareholders or authorized person whom controls the company. By this, includes holding shares for related person to individual independent.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person whom controls company, subsidiaries, associates, same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, relationship not includes Independent formers governor or consultant of governor which are major shareholders or authorized person whom control company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse's child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with company, major company, subsidiaries, Associates, major shareholders or company control person in nature of interfere with independent discretion nor are or having been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3 percent of company Enclosure no.4 tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with same person.

5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or having been a significant shareholders or who has control of people or partner of Audit Firm with partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from company, subsidiaries, associates, major shareholders or people control company nor are or having been a significant shareholders or who has control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
7. Not be appointed Directors for behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held more than 1 percent of overall Ordinary Share of another company which operates the same business and be a significant with company or subsidiaries.
9. No other characteristic preventing the independent opinion of company operation.

After the appointment of independent directors whose characters stipulated on clause 1 to 9, the independent directors may be assigned by Board of Directors to decide on the operation of company, major company, subsidiaries, subsidiary of the same level, major shareholders or authorized person of company in Collective decision form.

Profile of Independent Directors being nominated as Proxies by Shareholders



Name – Surname	Mr. Worawit Siriwatwimon		
Age (Year)	62		
Address	1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120		
Position in company	Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee		
Educational Qualification	- Master of Business Administration (Marketing and Finance), Sripatum University - Bachelor Degree (Journalism), Thammasat University		
Training Roles of Director	- Directors Accreditation Program (DAP) No.21/2004		
Work Experience	Year 2007 – Present	Chairman	VSSN Co., Ltd
Proportion of holding shares	-None-		
Illegal history in the past 10 years	-None-		
Family relations between executives	-None-		
Agenda with interest in this shareholders' meeting	Agenda 5 To consider the election of directors in place of those retired by rotation because it is the person who retired by rotation as has been nominated to be elected as a director for another term, has no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria		
Attendance of meeting From the past year	- Board of Directors	4/4	Time
	- Audit Committee	6/6	Time
	- Remuneration Committee	1/1	Time
	- Annual General Meeting of Shareholders	1/1	Time
Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years			
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-		
2. Is a professional service provider (such as an auditor, legal counsel)	-None-		
3. Have significant business relationships Which may result in the inability to function independently	-None-		



Name – Surname	Mr. Wichien Sophanpanitkul		
Age (Year)	61		
Address	1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120		
Position in company	Independent Director, Audit Committee and Remuneration Committee		
Educational Qualification	<ul style="list-style-type: none"> - Master of Business Administration, Ramkhamhaeng University - Bachelor Degree of Law, Ramkhamhaeng University - Bachelor of Accounting, Thammasat University 		
Training Roles of Director	<ul style="list-style-type: none"> - Directors Accreditation Program (DAP) No.104/2013 		
Work Experience	Year 2011 – Present	Director	Housing Estate of The Paris Ratchavipa
	Year 2007 – Present	Consultant	LachuleCosmetics (Thailand) Co., Ltd
	Year 1997 – Present	Consultant	SPA International Food Group Co., Ltd
	Year 1992 – Present	Owner and Head Office Company Officer	Charoen sook Account and Law
	Year 1992 – Present	Consultant	Arsabangkok Co., Ltd
Proportion of holding shares	-None-		
Illegal history in the past 10 years	-None-		
Family relations between executives	-None-		
Agenda with interest in this shareholders' meeting	Agenda 5 To consider the election of directors in place of those retired by rotation because it is the person who retired by rotation as has been nominated to be elected as a director for another term, has no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria		
Attendance of meeting From the pastyear	- Board of Directors	4/4	Time
	- Audit Committee	6/6	Time
	- Remuneration Committee	1/1	Time
	- Annual General Meeting of Shareholders	1/1	Time
Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years			
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-		
2. Is a professional service provider (such as an auditor, legal counsel)	-None-		
3. Have significant business relationships Which may result in the inability to function independently	-None-		



Name – Surname	Mr. AniwutPongpajit	
Age (Year)	60	
Address	1011 Supalai Grand Tower, 17 th Floor, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120	
Position in company	Independent Director, Audit Committee	
Educational Qualification	- Bachelor Degree of Business Administration (Marketing), Dhurakij Pundit University - Chula Mini MBA, Chulalongkorn University (Business Administration)	
Training Roles of Director	- Directors Accreditation Program (DAP) No.165/2019	
Work Experience	Present Executive (Hotel & Resort), Belmont Village Company Limited Consultant, Eco Pool Builder Company Limited Year 2007 Consultant, The Thai United Insurance Public Company Limited	
Proportion of holding shares	-None-	
Illegal history in the past 10 years	-None-	
Family relations between executives	-None-	
Agenda with interest in this shareholders' meeting	- None-	
Attendance of meeting From the pastyear	- Board of Directors 4/4 Time - Audit Committee 6/6 Time - Annual General Meeting of Shareholders 1/1 Time	
Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years		
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-	
2. Is a professional service provider (such as an auditor, legal counsel)	-None-	
3. Have significant business relationships Which may result in the inability to function independently	-None-	

Company's Regulations Regarding the Meeting of Shareholders
Meeting of Shareholders

Article 33. Board of Director must schedule shareholders meeting annually within 4 months after ending fiscal year of company

Other shareholders meeting except mentioned will called Extraordinary Meeting of Shareholders; Board of Director may called the meeting anytime as necessary or when one or many shareholders as when counted shares together in totaling not more than ten percent of total shares sold will name each other, make a letter requesting the board to set Annual General Meeting of Shareholders to name as Extraordinary Meeting of Shareholders at any time but need to specify subject and reasons for requesting clearly in this case Board need to schedule shareholders meeting within forty five days counting from day receive letter from shareholders

In case Board has not schedule shareholders meeting within mentioned in paragraph two those shareholders whose name each other or other shareholders combined number of shares as required can call the meeting itself within forty five days counting from due to the time period specified in paragraph one in this case shall be considered as a meeting of shareholders which Board of Directors convenes so company need to be responsible for necessary expenses incurred from arranging meeting and facilitating as appropriate

In case shareholders meeting happened according to paragraph three; number of shareholders attended the meeting not meet quorum as required in Article of Association No.35 as shareholders responsible for any compensation of damages arising from arrange the meeting

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-half of the total number of shareholders and Enclosure no.6 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. 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 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 onehalf 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.

Documents and Identifications (an attendee has to present prior to attend the meeting), Proxy Authorization, Registration and Voting Procedure at the Meeting of Shareholders

1. Documents and Identification (an attendee has to present prior to attend the meeting) In case of individual person

(1) Attend the meeting by him/her

Present valid government identification such as an identification card, government officer identification card, driving license or passport. In case of changing name/surname, supporting document has to be presented.

(2) Authorize a proxy

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th The chosen proxy form has to be correctly filled out and signed by the proxy holder and the shareholder.

(2.2) A copy of an identification of the shareholder specified in (1) and has to be certified by the shareholder.

(2.3) The proxy holder specified in (1) has to present identification

Juristic Person

(1) The representative of shareholders (Director) attend the meeting

(1.1) Present an identification same as specified in (1) for individual

(1.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) attending the meeting shall be displayed on the certification as authorized representative(s) of the juristic person.

(2) Juristic person authorizes a proxy holder to attend the meeting

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th The chosen proxy form has to be correctly filled out and signed by the proxy holder and the authorized representative(s) of the juristic person. Enclosure no.7

(2.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) signed on the proxy on behalf of the juristic person shall be displayed on the certification as authorized representative(s).

(2.3) A certified copy of an identification of the representative who signed on the proxy.

(2.4) The proxy holder has to present an identification same as specified in (1) for individual.

In case a shareholder does not have Thai nationality or Juristic Person formed by foreign law and appointed custodian in Thailand as depositary

In case shareholders appointed proxies to attend the meeting

(1) The proxies are attached with the meeting invitation letter and can be downloaded at www.rwi.co.th. The chosen proxy form has to be correctly filled out and signed by the proxy holder, the shareholder. The proxy must be signed by the person authorized to act on behalf of custodian and related documents attached together with proxies are as follows:

(1.1) Proxy Form by authorization to custodian to sign in the proxy form

(1.2) Confirmation that signature in the proxy authorized to operate the business (custodian)

(2) Proxies shows the related documents which issued by the government that has not expired for example an identification card, government officer Identification card, driving license or passport of proxies to officer to attend the meeting.

In case of the shareholders is overseas investor and appoint a Thai stock depository custodian to take care of their stock, either proxy forms A, B or C can be used. For other shareholders, only proxy form A or B can be used.

2. Proxy Authorization

The Company has sent a proxy form A and form B as specified by Department of Business Development, Ministry of Commerce. The proxy form also can be downloaded at www.rwi.co.th there are 3 types of proxy forms as follows:

- Proxy Form A is a general proxy form which is simple and not complicated.
- Proxy Form B is a proxy form containing the list of agenda which a shareholder may specific his/her intention on each agenda.
- Proxy Form C is a proxy form for shareholder who does not have Thai nationality and appoints a depository custodian residing in Thailand to take care of their stock.

In case of the shareholder is unable to attend the meeting by himself/her proxy may be given following these procedures.

(1) Select one proxy form, **only one proxy form**.

(2) Give the proxy to an individual or to one of the Company's independent directors by indicating name and details of the individual or mark in front of the name of one of the Company's independent directors as specified in the proxy to attend the meeting. Please authorize only one proxy holder to attend the meeting.

(3) Affix a Baht 20-duty stamp in proxy in order to be correct and effective in term of law.

The shareholder may not split the number of shares to authorize more than one proxy in order to split vote. The shareholder shall authorized the proxy with the total number of shares in possession and shall not authorize the proxy with the number of shares less than the number of holding share.

3. Meeting Registration

The Company will begin to register for attending the meeting from 8.30 am onward, on Thursday 30, 2020 at No.247, Romklao Road, Saensaeab, Minburi, Bangkok and Bangkok (map attached).

4. Voting Procedure

1. Voting Procedure

Ordinary agendas

- (1) Each agenda will be openly vote by raising hand; one share will be counted as one vote. A shareholder or proxy shall vote as approve, disapprove or abstain but shall not split vote.
- (2) A proxy holder shall vote according to the grantor's intention as specified in the proxy only. If the grantor does not express his/her intention in the proxy or the intention is unclear, the proxy holder has the right to consider and vote as approve, disapprove or abstain but shall not split vote.

Agenda on election of Directors

For the election of Director(s), according to the Company's Article of Association No. 17, the meeting shareholders shall follow the procedure to elect director(s)

1. One share of each shareholder is counted as one vote.
2. Each shareholder shall exercise all the votes' follows to (1) to elect one or several directors but shall not exercise a portion of vote for one or several directors.
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.

2. Practicing on Voting for each agenda

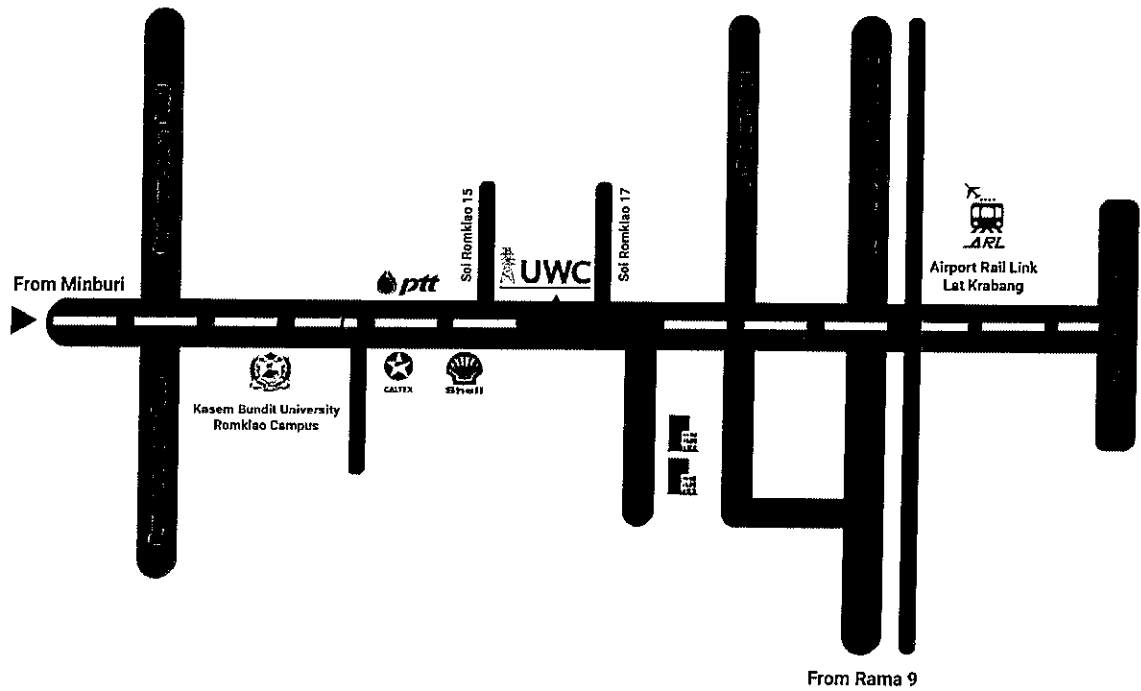
The chairman or processor of the meeting shall explain to the meeting concerning the voting procedure as follows:

- (1) The chairman or processor of the meeting shall propose each agenda to shareholders to consider and vote. The chairman shall ask the meeting each time whether the shareholders approve, disapprove or abstain.
- (2) Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapprove and abstain votes from the total number of votes.

3. Resolutions of the Meeting of Shareholders shall consist of the following votes.

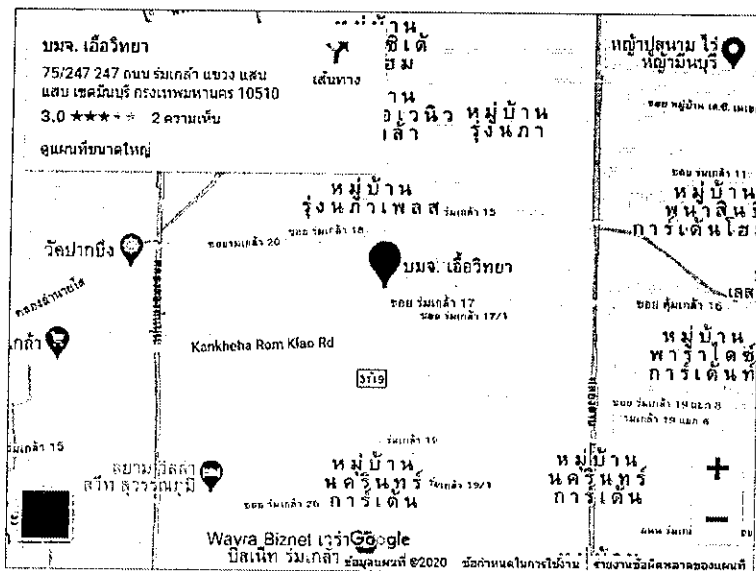
- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.
- For the following cases, a resolution shall be passed by a three-fourth of total votes of the attending shareholders who are entitled 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

**Map of 2020 Annual General Meeting of Shareholders
No.247, Romkiao Road, Saensaeb, Minburi, Bangkok**



UWC Factory (Romkiao)

Direction from Bangkok : follow Rama 9 – Motorway, turn left onto Romkiao road. Drive straight until you past the Shell gas station, then keep right and prepare to make a U-turn. After U-turn, keep left and notice Soi Romkiao 15. UWC factory is on the left hand side between Soi 15-17. For further direction, please call 02-543-9020.



Scan QR Code To open the Map

PROXY FORM A (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Duty
Stamp
20 Baht

Written at.....

Date.....Month.....Year.....

I / We..... Nationality.....
Resides at Road Tambon/Kwaeng
Amphur/Khet Province Postal Code

Being a shareholder of **Rayong Wire Industries Public Company Limited**

Holding the total amount of..... shares Cast Vote Totaling Vote (s)
Common Share..... shares Cast Vote Totaling Vote (s)

Hereby appoint

(1) age years

Resides at Road Tambon/Kwaeng
Amphur/Khet Province Postal Code or

(2) age years

Resides at Road Tambon/Kwaeng
Amphur/Khet Province Postal Code or

(3) age years

Resides at Road Tambon/Kwaeng
Amphur/Khet Province Postal Code or

As my / our proxy to attend and vote on my/our behalf of the 2021 Annual General Meeting of Shareholders to be held on Friday April 30, 2021 at 10.00 am at No.247, Romkiao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

Signed..... Proxy Grantor
(.....)

Signed..... Proxy Holder
(.....)

Signed..... Proxy Holder
(.....)

Remark

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

PROXY FORM B (SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Duty Stamp 20 Baht

Written at.....

Date.....Month.....Year.....

(1) / We..... Resides at.....
Road Tambon/Kwaeng
Amphur/Khet..... Province Postal Code

(2) am / are a shareholder(s) of **Rayong Wire Industries Public Company Limited**
Holding the total amount of.....shares Cast Vote Totaling Vote (s)
Common Share.....shares Cast Vote Totaling Vote (s)

(3) Hereby appoint

1.Name.....ages.....years,
Resides atRoad..... Tambon/Kwaeng.....
Amphur/Khet..... Province Postal Code or

2.Name.....ages.....years,
Resides atRoad..... Tambon/Kwaeng.....
Amphur/Khet..... Province Postal Code or

3.Name.....ages.....years,
Resides atRoad..... Tambon/Kwaeng.....
Amphur/Khet..... Province Postal Code or

4. Mr. Worawit Siriwatwimon (Independent Director and Chairman of Audit Committee)ages 62 years, Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

5. Mr. Vichien Sophanpanitkul (Independent Director and Audit Committee) age 61 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

6. Mr. Aniwut Pongpaijit (Independent Director and Audit Committee) age 60 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

Appoint one and only one as my/our proxy holder to attend and vote on my/our behalf at The 2021 Annual General Meeting of Shareholders to be held on Friday, April 30, 2021 at 10.00 am at No.247, Romklao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

Agenda 1 To review and adopt the minutes of the Annual General Meeting of Shareholders 2020 on April 30, 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 2 To acknowledge the report of the Board of Directors for the year 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 3 To consider and approve the financial statements as ended December 31, 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 4 To consider and approve of profit allocation and Omit Dividend Payment

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda 5 To appoint Directors whom retired by rotation

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain
- Appointment of Individual Director
1. Miss Nongnuch Kamchaithep
- Approve Disapprove Abstain
2. Mr. Jessada Sornsuek
- Approve Disapprove Abstain
3. Dr. Pratit Santipraphob
- Approve Disapprove Abstain

Agenda 6 To set the remuneration of Board of Directors for year 2021

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 7 To consider and appoint the Company’s auditor and fix the auditor’s fee for the year 2021

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 8 To approve the increase of registered capital and amend the Memorandum of Association of company No.4 to be consistence with the increase of registered capital

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 9 To consider other business (if any)

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor

(.....)

Signed.....Proxy Holder Signed.....Proxy Holder

(.....) (.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....) (.....Mr. Worawit Siriwatwimon.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....Mr. Wichien Sophanpanitkul.....) (.....Mr. Aniwut Pongpajit.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. Agenda for election directors could be the whole Board of Directors or certain directors can be elected.

3. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form B (attached).

The regular continued Proxy Form B

Duty
Stamp
20 Baht

The proxy of the shareholder of **Rayong Wire Industrial Public Company Limited**

The 2020 Annual General Meeting of Shareholders to be held on Friday, April 30, 2021

10.00 am, No.247, Romklao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed.

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

PROXY FORM C
(In case of the shareholder's foreign investor and appoint
Local custodian as their representation)

Duty
Stamp

20 Baht

Written at.....

Date..... Month..... Year.....

(1) I/We.....

Resides at.....Road..... Tambon / Kwaeng.....

Amphur / Khet.....Province.....Postal Code.....

As entrepreneur and maintain a depository shares (custodian) to

.....
am / are a shareholder(s) of **Rayong Wire Industries Public Company Limited**

Holding the total amount of..... shares Cast Vote Totaling..... Vote (s)

Common Share..... shares Cast Vote Totaling..... Vote (s)

2) Hereby appoint

1. Name..... ages..... years,

Resides atRoad..... Tambon/Kwaeng

Amphur/KhetProvincePostal Codeor

2. Name..... ages..... years,

Resides atRoad..... Tambon/Kwaeng

Amphur/KhetProvincePostal Codeor

3. Name..... ages..... years,

Resides atRoad..... Tambon/Kwaeng

Amphur/KhetProvincePostal Codeor

4. Mr. Worawit Siriwatwimon (Independent Director and Chairman of Audit Committee) ages 61 years, Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

5. Mr. Vichien Sophanpanitkul (Independent Director and Audit Committee) age 59 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

6. Mr. Aniwut Pongpajit (Independent Director and Audit Committee) age 58 years Thai Nationality Resides at 1011 Convention Room, 33rd Floor, Supalai Grand Tower Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or

Appoint one and only one as my/our proxy holder to attend and vote on my/our behalf at The 2020 Annual General Meeting of Shareholders to be held on Thursday April 30, 2020 at 9.30 Am at No.247, Romklao Road, Saensaeb, Minburi, Bangkok or on the date and the place as may be postponed or changed. In this Meeting,

(3) I/we grant my/our proxy to vote on my/our behalf as follows:

- Grant proxy the total amount of shares held and entitled to vote
- Grant partial shares of
 - Common Share shares and
 - having the right to votes equal to votes
- Total voting right votes

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

Agenda 1 To review and adopt minute of Annual General Meeting of Shareholders 2020 dated April 30, 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 2 To acknowledge the report of the Board of Directors for the year 2020

Because this agenda is an agenda for acknowledgment therefore no voting

Agenda 3 To consider and approve the financial statements as ended December 31, 2020

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 4 To consider and approve of profit allocation and Omit Dividend Payment

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 5 To consider directors who retired by rotation

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
- (B) The proxy shall vote as per my/our intention as follows:
 - Appointment of the Whole Board of Directors
 - Approve Disapprove Abstain
 - Appointment of Individual Director
 - 1. Miss Nongnuch Kumchai
 - Approve Disapprove Abstain

2. Mr. Jessada Sornsuek

Approve Disapprove Abstain

3. Dr. Pratit Santipraphob

Approve Disapprove Abstain

Agenda 6 To set the remuneration of Board of Directors for year 2021

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 7 To consider and appoint the Company's auditor and fix the auditor's fee for the year 2021

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 8 To approve the increase of registered capital and amend the Memorandum of Association of company No.4 to be consistence with the increase of registered capital

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 9 To consider other business (if any)

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor
(.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....) (.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....) (.....Mr. Worawit Siriwatwimon.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....Mr. Wichien Sophanpanitkul.....) (.....Mr. Aniwut Pongpaijit.....)

Remarks

1. Proxy Form C is only for whose name appears in registration book as foreign investor
2. Evidence must attaches with proxy
 - (1) Letter of Proxy from shareholders to custodian signing instead
 - (2) Confirmation letter of signing instead to business license of custodian
3. Shareholders who appoint a proxy must authorized only one to attend the meeting and voting shares could not be separated for so many people to for separate proxy voting.
4. Agenda of election Directors can elect all Directors or individual.
5. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form C (attached).

The regular continued Proxy Form C

The proxy of the shareholder of **Rayong Wire Industries Public Company Limited**

The 2020 Annual General Meeting of Shareholders to be held on Thursday April 30, 2020 at 9.30 am at No.247, Romklao Road, Saensaeb, Minburi, Bangkok on the date and the place as may be postponed or changed

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda.....Subject.....

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects

(B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Requesting Form of Annual Report in paper format

To Shareholders

Rayong Wire Industries Public Company Limited would like to inform you those in case shareholders aim to have 2020 Annual Report in paper format. Please fill in the form below and send its form to tanapan@rwi.co.th in order for company will send 2020 Annual Report in paper format afterward.

Name of Shareholders (elaborate handwriting)	
Address	
Contact Person	
Telephone	
Fax	
E-mail address	

COVID-19 Screening Form

Before attending to The 2021 Annual General Meeting of Shareholders On April 30, 2021

Meeting Room, Rayong Wire Industries Public Company Limited

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the COVID disease

(Name-Surname) _____

(Mobile Phone Number) _____

1. Do you have a fever? ($\geq 37.5^{\circ}\text{C}$) Yes No

2. Do you have any of these symptoms?

Cough Yes No

Sore throats Yes No

Runny nose Yes No

Shortness of breath Yes No

3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within past 14 days

Yes I have traveled to _____

No

4. Have you been in physical contact with suspected COVID-19 patients?

Yes

No

Remark:

If you have a fever ($\geq 37.5^{\circ}\text{C}$); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas or have been in contact with suspected COVID-19 patients, would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to staff. Then you may then return safety to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand