

Notice of 2022 Annual General Meeting of Shareholder

Rayong Wire Industries Public Company Limited Friday, April 29, 2022 at 10.00 hours Via Electronic Media (E-Meeting)

Rayong Wire Industries Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E- Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

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Remark:

Shareholders can view the invitation letter for the 2022 Annual General Meeting of Shareholders and meeting documents on the Company's website at www.rwi.co.th from April 8, 2022

For more details please contacts

Ms. Nongnuch Kumchaithep Corporate Secretary TEL: 038-684-489 Ext: 103 Investor Relation TEL: 02-049-1001 Ext: 4051 Mr. Thanaphan Sapsakhorn

FAX: 02-049-1005

Invitation Letter of 2022 Annual General Meeting of Shareholders Rayong Wire Industries Public Company Limited

Subject Invite to attend 2019 Annual General Meeting of Shareholders **Attention** Shareholders

Enclosure

- The copy of minute of 2021 Annual General Meeting of Shareholders which held on April 30, 2021
- One Report in QR Code Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2021
- Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.
- 4. Capital Increase Report Form (F53-4)
- 5. Summary of Preliminary details of warrants to purchase ordinary shares of Company No.3 ("RWI-W3") which are offered to existing shareholders
- 6. Definition of "Independent Director"
- 7. Information on independent directors nominated by the Company as proxies of shareholders
- 8. Company Articles of Association with respect to the general meeting of shareholders
- Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and registration and voting at the shareholders' meeting via electronic media (E-Meeting)
- 10. Procedure for submitting a meeting (E-Request) and using the meeting system via electronic media (E-Meeting)
- Using QR-Code for downloading documents for the 2022 Annual General Meeting of Shareholders
- 12. Proxy Form Type A
- 13. Proxy Form Type B
- 14. Proxy Form Type C
- 15. Advance question form for the 2022 Annual General Meeting of Shareholders
- 16. Requesting Form of Annual Report in paper format

Board of Director of Rayong Wire Industries Public Company Limited has resolved to schedule 2022 Annual General Meeting of Shareholders on Friday, April 29, 2022 at 10.00 am, via electronic media (E-Meeting). The items to be considered are in accordance with the following meeting agenda.

Agenda 1 To review and adopt minute of 2021 Annual General Meeting of Shareholders which held on April 30, 2021

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

<u>Objectives and reasons</u> The 2021 Annual General Meeting of Shareholder has held on April 30, 2021. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 day counting from date of 2021 Annual General Meeting of Shareholders together with published on company's website www.rwi.co.th

The Board of Directors resolved to propose the minute held on April 30, 2021 of 2021 Annual General Meeting of Shareholders to be considered and certified in this meeting. The Company has published minute of 2021 Annual General Meeting of Shareholders and invitation letter including all documents concerning this meeting as specified in enclosure No. 1.

Agenda 2 To acknowledge the report of the Board of Directors for the year 2021 (Voting method: no voting due to agenda for acknowledgement)

<u>Objectives and reasons</u> The Company had summarized the report of the Board of Directors as Company's operating results for the year 2021 which was appeared in 2021 Annual Report.

<u>The Board of Directors</u> resolved to submit the above mentioned 2021 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 2021 in enclosure No.2 (56-1 One Report RE: Explanation and Examination of Financial Status and Business operation)

Agenda 3 To consider and approve the financial statements as ended December 31, 2021 (Voting method: using majority vote of shareholders meeting and having right to vote)

<u>Objectives and reasons</u> 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.

<u>The Board of Directors</u> resolved to propose to the meeting the audited financial statements for year 2021 as ended December 31, 2021 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 2021

Comparison Table on company's Article of Association

	(Unit : Million Baht			
Transaction	Year 2021	Year 2020	Increase (Decrease)	Percentage
Total Assets	1,764.12	1,128.20	635.92	56.37%
Total Liabilities	391.87	355.01	36.85	10.38%
Proportion of shareholders	1,372.26	773.19	599.07	77.48%
Revenue from sales	879.46	559.63	319.83	57.15%

Total Revenue	989.90	628.79	361.11	57.43%
Total Expenses	818.88	587.05	231.83	39.49%
Profit Annually	179.92	30.88	149.03	482.64%
Profit Per Share (Baht)	0.29	0.05	0.24	480.00%

With details as shown in financial statements of the 56-1 One Report 2021 which were sent to the shareholders together with this invitation letter as specified in enclosure no.2

Agenda 4 To consider profit and allocation of dividend payment

(Voting method: Using majority votes of shareholders present at the meeting and entitled to vote)

<u>Objectives and reasons</u> The Company's dividend payment policy is to pay dividend of not less than 50% of the net profit of company consolidate financial statement (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company however, company may require a dividend payment at a rate less than specified above. If the company needs to use such net profit to expand company's operations

By this year 2021, the Company consolidate financial statements had net profit from business operation in totaling of 179.92 million baht. Therefore, the Board of Directors proposes to pay dividends for the operation from January 1, 2021 to December 31, 2021 at the rate of 0.10 baht per share, which is paid at the rate of 50.87 percent of net profit after tax. It is in accordance with the company's dividend payment policy. The information comparing the dividend payout ratio is as follows:

Details of dividend navout	2017	2016	2015
Details of dividend payout	(Purposed)		
1. Net profit (Loss) (Million Baht)	179.92	30.88	127.21
2. Amount of shares (Million)	915.28	636.37	636.37
(As at March 10, 2022)			
3. Dividend (Baht/Shares)	0.10	ı	ı
4. Total Dividend Payment	91,53	-	1
(Million Baht)			
5. Proportion of dividend payment	50.87	-	-
compared to net profit (%)			

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

The Board of Directors resolved that the meeting of shareholders approves on dividend payment for business operation of year 2021 (January 1, 2021 – December 31, 2021) in the ratio of Baht 0.10 per share thus payment will be made to shareholders who are entitled to receive dividend according to their name as at date of determining right of shareholders (record date) March 10, 2022 and dividend payment date will be on May 25, 2022. By this, granting of such right is uncertain due to need to await approval of shareholders meeting thus remaining amount will allocate for retained earnings

Agenda 5 To appoint Directors whom retired by rotation

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

<u>Objectives and reasons</u> Follows Public Limited Company ACT and Memorandum of Association No.18 concludes as every annual general meeting of shareholders, Directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. Directors who retired by rotations may reelect thus in this 2022 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

Mr. Theerachai Leenabanchong Director
 Mr. Aniwut Pongpaijit Director and

Independent Director

3. Miss Laphassarin Kraiwongwanitrung Director

The Board of Directors resolved that the meeting of shareholders approves re-elected above mentioned 3 directors for one more term as selection of replacement not passes Nomination Committee due to company has no Nomination Committee thus selection process Board of Directors (not included mentioned 3 directors) which is considered from individual qualifications of existing directors of company as has been screened by the Board of Directors that has suitable qualification for company's business as a person with knowledge, ability and basic expert from variety of profession in term of leadership, vision including morality, ethics and good attitude toward organization and good practice in term of directors thus uses their experiences and propose to organization includes is a person in accordance to legal qualification and related announcement. By this, curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term specified in enclosure no.5

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 2022

(Voting method: using vote not less 2 in 3 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 2021 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 1,800,000 (once). Year 2021 actual amount paying of remuneration directors equals to Baht 925,000. By this, company has summarized amount of remuneration for directors individually for year 2021 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

Details	Year 2022 (Proposed)	Year 2021 (Baht)	Year 2020 (Baht)
Approval Limitation	1,800,000	1,800,000	1,800,000
Actual Amount Paid Total meeting allowance		925,000	870,000
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 2022 as proposed by Nomination and Remuneration Committee as amounting Baht 1,800,000 which has same amount when compared to year 2021. This does not include remuneration or welfare that directors receive as employees of the company which is scheduled to be paid once as carefully scrutinizing various appropriateness and compare references from the same industry, economic conditions including appropriateness of the number of the Board of Directors by following details:

1. Monetary Compensation: Meeting allowance

- (1) Board of Director (all times attendance)
 - Meeting allowance for Chairman equal to Baht 30,000.- (each time) thus for Chairman who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
 - Meeting allowance for Director equal to Baht 20,000.- (each time) thus for Director who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting
- (2) Audit Committee (all times attendance)
 - Meeting allowance for Chairman of Audit Committee equal to Baht 25.000.-
 - Meeting allowance for Audit Committee equal to Baht 15,000.-

(3) Remuneration Committee (all times attendance)

- Meeting allowance for Chairman of Nomination and Remuneration Committee equal to Baht 25,000.- thus for Chairman of Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
- Meeting allowance for Nomination and Remuneration Committee equal to Baht 15,000.- thus for Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting

(4) Executive (all times attendance)

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

2. Other compensation and benefits

The company has no policies on payment other compensation and benefits apart from compensation as directors or employee of company, no give out shares, debenture or other securities to Director and Executives

Agenda 7 To consider and appoint the Company's auditor and fix the auditor's fee for the year 2022

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

<u>Objectives and reasons</u> 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 2021 namely;

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

Therefore, for the year 2022, 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 2022 for the third 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 2022 (Proposed)	Amount (Baht) Year 2021
Review of Financial Statements 1st Quarter	200,000	200,000
Review of Financial Statements 2 nd Quarter	200,000	200,000
Review of Financial Statements3 rd Quarter	200,000	200,000
Yearly Auditor Fees	700,000	700,000
TOTAL	1,300,000	1,300,000

<u>The Board of Directors</u> 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 2022 and determine audit fees for the year 2022 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 consider and approve of decrease registered capital and amend memorandum of association no.4 to be in accordance with decrease registered capital

(Voting method: using vote not less 3 in 4 of shareholders meeting and having right to vote)

Objectives and reasons Firstly, company need to decrease registered capital and amendment Memorandum of Association No.4 RE: Registered Capital to be completed before being able to increase registered capital. By this, to be in accordance to PUBLIC COMPANY LIMITED ACT requires company to reduce its registered capital by cancellation of unsold shares as amounting of 39,240,363 shares for registered capital to be equal to paid-up capital as amount of Baht 457,638,115 before increasing registered capital

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve decrease registered capital from Baht 477,258,296.50 to Baht 457,638,115 by cancellation of unsold shares as amounting of 39,240,363 shares (par value of Baht 0.50 and thus amend Memorandum of Association No.4 RE: Registered Capital to be in accordance to decrease registered capital by cancel original information and using new information as follows:

"No.4	Registered Capital	457,638,115	Baht
	Consists of	915,276,230	Shares
	Par value of	0.50	Baht
	Ordinary Shares	915,276,230	Shares
	Preferred Shares	-	Shares"

In this regard, authorize the Board of Directors and/or the Executive Committee and/or the Chairman of the Board and/or the Chief Executive Officer. In registering amendments to the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to edit and add words or take any action to comply with the order of the registrar.

Agenda 9 To consider and approve issuance and allocate warrant to purchase ordinary shares of company No.3 (RWI-W3) to existing shareholders by proportion of holding shares

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

Objectives and reasons The company is intend to purpose to Extraordinary Meeting of shareholders to consider and approve issuance and allocate new ordinary share No.3 ("warrant no.3" or "RWI-W3") as amount not exceed 457,638,115 units by right offering (no charge) in ratio of 2 existing ordinary shares to 1 unit of warrant (any fraction discarded) with exercise price of Baht 1.50 per share. The details are shown in Summary of Preliminary details of Warrants to purchase ordinary shares of the Company No.3 ("RWI-W3") by right offering (enclosure no.4)

<u>The Board of Directors</u> Appropriate to purpose shareholders meeting approve issuance and allocate warrant RWI-W3 as not exceed 457,638,115 units by right offering (no charge)

By this, authorize Board of Directors and/or Executives and/or Chairman and/or Executive Chairman to determine and changes rules, conditions and other details including but not limited to exercise price and exercise rate, allocation and issuance date of warrants as well as power to determine cause of issuance of new ordinary shares to reserve changes in exercise price and/or ratio of warrants including any necessary and appropriate actions regarding issuance of warrant and registered of warrants to Market for Alternative Investment along with requesting permission from related agencies

Agenda 10

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)

<u>Objectives and reasons</u> The company needs to increase its registered capital to use in the purchase of new machinery and/or working capital of the business and/or to support future investment expansion. therefore wishes to increase the registered capital of the company and amendment of the Company's Memorandum of Association Clause 4. Regarding registered capital to be in line with the company's registered capital increase

The Board of Directors Appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital from the original registered capital of 457,638,115 baht to the new registered capital of 686,457,172 baht by issuing new ordinary shares of not more than 457,638,115 shares with a par value of 0.50 baht per share to support The exercise of rights to purchase ordinary shares under the Warrants to purchase the Company's ordinary shares No. 3 "RWI-W3" amounting to 457,638,115 shares, which will be issued to the existing shareholders of the Company in proportion to their shareholding, and amending the Memorandum of Association Clause 4. Re: registered capital in order to comply with the Company's registered capital increase as follows:

"No.4	Registered Capital	686,457,172.50	Baht
	Amount		
	Consists of	1,372,914,345	Shares
	Price per Share	0.50	Baht
	Consists of		
	Ordinary Shares	1,372,914,345	Shares
	Preferred Shares	-	Share"

In this regard, authorize the Board of Directors and/or the Executive Committee and/or the Chairman of the Board and/or the Chief Executive Officer. In registering amendments to the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to edit and add words or take any action to comply with the order of the registrar.

Agenda 11 Other business (if any)

Therefore, we would like to invite the shareholders to attend the 2022 Annual General Meeting of Shareholders on April 29, 2022 at 10:00 am via electronic media (E-Meeting) only one way. (The company does not provide a meeting room) The shareholders can register to attend the meeting via the DAP e-Shareholder Meeting system only.

The company asks for cooperation from shareholders, to attend the meeting or appointing a proxy to attend the meeting instead Please learn how to register, and prepare identity documents throughout the study of voting methods and the procedure for attending the meeting As details appear in Enclosure No. 9 and Enclosure No. 10

By individual shareholders who wish to use an identity card in identity verification You can register to verify your identity at the 2022 Annual General Meeting of Shareholders from April 12, 2022 at 9:00 a.m. to April 29, 2022 at 11:00 a.m. at

URL:https://portal.eservice.set.or.th/Account/Login?refer=uncMPxUbz4084ZR5i0YpQpjNaoMjxUg3Vrb 44q1dwZhGC1jkgsZHZg%3d%3d

or scan: QR Code



For individual shareholders who wish to use other documents to verify their identity, such as a passport or corporate shareholders or a shareholder wishing to appoint another person to attend the meeting on behalf of the shareholder Please send proof of identity together with the proxy form. (in the case of proxy) as detailed in Attachment No. 9 to Rayong Wire Industries Public Company Limited within April 27, 2022. As of the record date, the system will send the username and password to the email that the shareholders or proxies have notified the company. for shareholders or proxies Sign up to use the shareholders' meeting system via electronic media. instead of attending the meeting through the system manually Details appear in Enclosure No. 7.

The Board of Directors allows shareholders to submit questions related to the agenda of the shareholders' meeting. to the Board of Directors in advance of the date of the shareholders' meeting Shareholders submit questions they wish to ask. along with supporting details (if any) and information of shareholders (name-surname, telephone number, fax and email) who can be contacted to the company. Opening period for inquiries: from April 12, 2022 to April 27, 2022 via The company will collect the questions, and send it to the Chairman of the Executive Committee consider in order

Channels that the company accepts documents:

• E-mail : rwi-ir@rwi.co.th or tanapan@rwi.co.th

• Telephone : 02-049-1001 ext. 4051

• Fax: 02-049-1004

Registered mail to Mr. Thanphan Supsakorn
Rayong Wire Industries Public Company Limited
1011 Supalai Grand Tower, 17th Floor, Room No. 1703, 1704, Rama 3 Road
Chong Nonsi Subdistrict, Yannawa District, Bangkok 10120

Please be informed for acknowledgement and Thank you so much

By the order of The Board of Director

Mr. Worawit Siriwatwimol
Chairman