

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

Date	:	Tuesday, April 30, 2019 at 9.00 a.m.
Place	:	Vimarnthip Room, 5 th Floor, Montien Riverside Hotel, 372 Rama 3 Bangklo, Bangkokkoleam 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 April 4, 2019 amounting of 2,619 shareholders or totaling of 636,365,186 shares.
Agenda 1-2	:	Number of shareholders and proxies attending the meeting were 52 as 465,538,829 shares representing 73.16 percent of all shares which meet the quorum follow to regulation of company
Agenda 3-9	:	Number of shareholders and proxies attending the meeting were 58 as 466,039,347 shares representing 73.23 percent of all shares which meet the quorum follow to regulation of company

Before the Meeting Started

Miss Walirat Meaksaiyo as representative of the meeting saluted Rayong Wire Industries Public Company Limited 2019 Annual General Meeting of Shareholders there were 26 shareholders as representing 5,786,852 shares and proxies from shareholders in totaling of 26 shareholders as representing 459,751,977 shares therefore shareholders and proxies in totaling of 52 shareholders holding 465,538,829 shares, equivalent to 73.16 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 and law counsel from Banchong and Wittaya Law Office to the meeting as follows;

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

1. Mr. Wutichai	Leenabanchong	Chairman, Executive Chairman and Remuneration Committee and Act of Managing Director
2. Mr. Worawit	Siriwatwimon	Vice Chairman, Independent Director, Chairman of Audit Committee and Chairman of Remuneration Committee
3. Mr. Wichain	Sopanpanichkul	Independent Director, Audit committee and Remuneration Committee

4. Associate Professor Dr. Pison Udomworarath		Independent Director, Audit committee and Remuneration Committee
5. Mr. Jessada	Sornsurk	Director and Executive Director
6. Mr. Theerachai	Leenabanchong	Director
7. Miss Usara	Pattatung	Director and Executive
8. Miss Nongnuch	Khamchaithep	Director, Executive Director, Corporate Secretary and Director (Accounting and Finance)

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. Suwatchai	Meakhaamnouychai	Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
2. Miss Jintawee	Chokutsaha	Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

Law Consultant (To oversee and monitor counting votes in this meeting)

Mr. Nattawat	Tumawong	Banchong and Wittaya Law Office
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Therefore, proportion of Directors whom attended the meeting equal to 100% of total Directors

Mr. Wutichai Leenabanchong (Chairman) was elected as chairperson of the meeting together with welcome shareholders to 2019 Annual General Meeting of Shareholders and handles to Miss Walirat Meksayo to 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 450,000,000
- Paid Up Capital amounting of Baht 318,182,593

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
There was no shareholders submitting question 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.
3. In case the shareholders appoint the directors. In accordance with the Shareholders specified in the proxy statement.
4. In addition, if shareholders wish to ask you any more or comment on each agenda please specify first and last name in order to avoid confusion on consideration in each agenda. In addition please ask only in matter relating to the agenda.

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

Agenda 1 **To review and adopt minute of 2018 Annual General Meeting of Shareholders which held on April 26, 2018**

Mr. Wutichai Leenabanchong as chairperson of the meeting had informed on enclosed the report of 2018 Annual General Meeting of Shareholders thus Board of Directors consider that minute of the meeting have been correctly recorded and submitted to The Stock Exchange of Thailand within 14 days and disclose on company's website therefore, it is appropriate to propose a report of 2018 Annual General Meeting of Shareholders 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.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to consider and adopt the minute of 2018 Annual General Meeting of Shareholders held on April 26, 2018

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

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	52	465,538,829	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 465,538,829 total votes attended the meeting and right to votes			

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

Mr. Wutichai Leenabanchong, Chairperson has informed to the meeting, the company has concluded Board of Directors report and business operation of company for year 2018 which shown in 2018 Annual Report as send to shareholders together with Invitation Letter to 2019 Annual General Meeting of Shareholders.

In term of Anti-Corruption

- Year 2017 - July; entered into Collective Action Coalition against corruption
- November; create policies of Anti-Corruption and Code of Conduct in writing
- Year 2018 - November; Hand in self-assessment about anti-corruption measure to request
- certification from CAC
- Year 2019 - February; acknowledge from Board of Collective Action Coalition against corruption in term of Anti-Corruption to amend the documents
- During the process of amend the documents in accordance to suggestion which expecting to be in consideration again within Quarter 2-2019

Mr. Wutichai Leenabanchong as chairperson of this meeting has asked if there are any questions or not if not then would like to ask the meeting to acknowledge Board of Director report for year 2018

Resolution The meeting has acknowledge Board of Directors report for year 2018

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

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Nongnuch Kumchaithep as Director (Accounting and Finance) to report this.

Miss Nongnuch Kumchaithep as Director (Accounting and Finance) has informed to the meeting, the Company has prepare details on 2018 financial statement which consists of financial statement position, profit and loss statement as ended December 31, 2018 as pass review from Certified Public Accountant from Price Waterhouse Cooper ABAS 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 in order to consider which can be concludes as follow:

Transaction	(Unit : Million Baht)		
	2018	2017	Change (%)
Total Asset	1,485.09	1,355.37	9.57
Total Liabilities	419.49	326.27	28.57
Proportion of Shareholders	1,065.60	1,029.10	3.55
Revenue from sale and services	1,010.61	925.52	9.19
Total Revenue	1,106.63	947.59	16.78
Total Expenses	1,042.91	851.19	22.52

Transaction	(Unit : Million Baht)		
	2018	2017	Change (%)
Profit (Loss) yearly	52.87	80.86	(34.62)
Other comprehensive income – TAX	(0.67)	(0.62)	8.06
Net Profit (Loss) yearly	52.20	80.24	(34.95)

Overview business operation as end of year 2018 can be summarized as follow

Financial Status

Total Assets

Total assets of 1,485.09 Million Baht as 129.72 Million Baht increased or 9.57 percent when compared to December 31, 2017 which has total assets of 1,355.37 Million Baht due to purchase more raw materials in order to support the expansion of both domestic and international market which lead to increase in inventories and used some cash for guarantee for expand the limit of purchasing materials

Liabilities

As at December 31, 2018 the company has total liabilities of 419.49 Million Baht as 93.22 Million Baht increased or 28.57 percent when compared to December 31, 2017 as total liabilities of 326.27 Million Baht results from increase of short term loan from Financial Institution including trade account payable in order to purchase raw materials

Proportion of Shareholder

As at December 31, 2018 the company has total proportion of shareholders equals to 1,065.60 Million Baht as 36.50 Million Baht increase or 3.55 percent when compared to December 31, 2017 as total proportion of shareholders of 1,029.10 Million Baht due to shareholders exercise their right of RWI-W1 as amount of 30 Million Shares or 15.17 Million Baht and surplus on share value from exercise rights of 33.36 Million Baht and pay dividend from business operation of year 2017 as amounting of 64 Million Baht thus comprehensive profit equals to 52.20 Million Baht

Business Operation

Revenue

The company has total revenue of 1,106.63 Million Baht as 159.04 Million Baht increased or 16.78 percent when compared to same period of year 2017 as revenue of 947.59 Million Baht or 159.04 percent due to company has potential in term of competitive includes well-planned for marketing strategy so lead to increasing sale volume and sale price of domestic and international continuously and additional income. This resulted from the gain from changing the fair value of trading investments in 2018.

Expenses

The company has total expenses of 1,042.91 Million Baht as 191.72 Million Baht increased or 22.52 percent from more cost of sale and expenses as main results from high price in raw materials according to market mechanism also export product to foreign countries more than previous year

therefore more expenses for promote in term of marketing and shipping cost in both domestic and international

Net Profit

Year 2018, the company has net profit from business operation of 52.87 Million Baht when compared to same period of year 2017 of 80.86 Million Baht as 27.99 Million Baht decreased or 34.61 percent results from increased price of raw material together with manage some deteriorate products and set allowance for deteriorate products which cause higher cost of sales

Then Mr. Udom Tungdechtheerachai as Director (Sales and Marketing) has presented business overview of company of year 2018 and business trend of year 2019

Mr. Wutichai Leenabanchong as chairperson of the meeting has asked is there any question of this agenda thus questions are as follows:

Mr. Bordin Krittirungsan : Shareholder

1. What is a different of margin between domestic and international? Which market is better?
2. In several projects which use Prestressed Concrete Wire (as product of company) does the company has many competitors or not?
3. In Prestressed Concrete Wire Market how many major competitors and how much percentage of company's margin

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

1. For overview of company; when company focusing more in international market because we need more volume in case of decline in volume in domestic (more choice for company even though less profit but can dispose in term of fixed cost resulting in less cost

Mr. Udom Tungdechtheerachai : Director (Sales and Marketing)

2. There is competition in Prestressed Concrete Wire market in order to sale our products to various projects company need to hand in documents and allows company as will bid for the projects inspect the factory in order to registered in Vendor List. As the result, if those companies win the bidding then will purchase Prestressed Concrete Wire. Example of after sale services is get wire tested where wire placed
3. Presently, Siam Industrial Wire Company Limited is a major competitor for Prestressed Concrete Wire market has a market share approximately of 30% and our company approximately of 14%

Mr. Narongchai Simaroth : Shareholder

When considering on company's financial statement most profit not come from selling the products but from other revenue please explains in following manner

1. Company has informed that has more export but what is for the reason of decline in margin when compared to previous year which cause low profit as well

2. Increase in expenses results of expansion to international?
3. More Administrative expenses and Utilities Bills why is this happened?
4. How many percentage company has for utilization? Working 24 hours?
5. What is the reason for higher financial cost?
6. What kind of instrument does company invested?
7. Please explain the investment of EMC securities and company has purchase EMC securities before issuing warrant or not?
8. Note to Financial Statement of EMC considered as related business by same shareholders will control power occur?

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

1. Other revenue of company came from selling scrap of steel wire and investment in Debt Instrument and Equity Instrument thus investment in Equity Instrument has passed consideration from each committees which has not affect company's cash flow thus company considers it's worth return and benefits to shareholders
2. More expenses due to expansion in oversea around 7 countries. Those cost can be consists of Plane Ticket, Road Show includes shipping cost
3. Utilities Bills consists of Gas, Water Supply, Electricity but mostly from electricity thus company has change system of paying bill of electricity from TOD to TOU as effective from April onward

Mr. Wutichai Leenabanchong: Chairman

4. The company has utilization around 70% and divided work process into 2 shift 24 hours

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

5. Increase in Financial Cost due to the company has purchase more raw materials (Wire Rod) by using credit from one of Financial Institution as interest occur. On the other hand company use cash to invested in Debt and Equity Instrument which has more profit than paid interest
6. The company has invested in Debt and Equity Instrument which has a good return
7. Investment in EMC Securities has carefully taken into consideration in accordance to regulation for investment. In the past company has invested in Debt Instrument in group of SET 100, SET 50 which has some profit but not much so gets some suggestion from Capital Engineering Network Public Company Limited (Mother Company) and get advice to invest in such instruments. Apart from this, investment committees have adopted EMC Financial Statement and see that there is better trend and expecting to have good return as company has purchased before issuance warrants

Mr. Wutichai Leenabanchong: Chairman

8. EMC Public Company Limited is considered as related business by having same shareholders but in term of administration is not related therefore has no control to each other

Mr. Sukhum Pinyowanitkul: Shareholder

Why does the company invested in Debt Instrument of EMC because during the past year EMC has decline in business operation and had C sign; the company see how this business growth and when will pay the dividend

Mr. Wutichai Leenabanchong: Chairman

At the moment the company has no plan on investment or expand the business therefore during the absence of investment so we has invested in fund so investment in EMC Securities is another choice as see that EMC Securities can growth. Moreover, EMC has licenses from Government projects e.g.; construction of hospital, we don't know whether EMC will pay the dividend or not, we only know that if the company has plans to invest or uses of money or see that this securities has some profit we will sell due to this investment is only for short term period

Mr. Bordin Kritrungsan: Shareholder

1. In the future, if the company has plans on investment or need cash flow; what will company choose to sell first between trading securities or Debt Instrument?
2. If the company does not need to use money or if invest in securities make good return then will continue invest right?

Mr. Wutichai Leenabanchong: Chairman

1. If the company has plans to invest or use of money then will sell trading securities first
2. If investment in both securities has good return then will continuous invests

Mr. Sukhum Pinyowanitkul: Shareholder

I would like to suggest company why does the company invest in Bond from bank only because investment in Debt Instrument has higher risk thus investment in bond also has good return which can withdraw and receive money within the next day

Mr. Wutichai Leenabanchong: Chairman

The company will take this into consideration

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve financial statement of year 2018 as ended December 31, 2018

Resolution The shareholders, meeting approved a resolution by majority votes approved financial statement of year 2018 as ended December 31, 2018 as follows

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	57	465,609,347	99.9077
Disagreed	1	430,000	0.0923
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 466,039,347 total votes attended the meeting and right to votes			

Agenda 4 To consider profit allocation of omit dividend payment

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Nongnuch Kumchaithep as Director (Accounting and Finance) to report this.

Miss Nongnuch Kumchaithep as Director (Accounting and Finance) has informed to the meeting, The Company's dividend payment policy is to pay dividend of not less than 50% of the net profit of company consolidate financial statement (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company however, company may require a dividend payment at a rate less than specified above. If the company needs to use such net profit to expand company's operations

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

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

Mr. Wutichai Leenabanchong as chairperson of the meeting has asked is there any question of this agenda thus questions are as follows

Mr. Narongchai Simaroth : Shareholder

Dividend Payment Policies is to pay dividend of 50% of net profit to shareholders thus will not pay dividend unless there is reason and this is Year Company seem to have some profit could you please explain the reason for this

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

In accordance to Mr. Udom Tungdechtheerachai as Director (Sales and Marketing) has presented to shareholders; presently we have supplier to sell raw material and similar products to our company as well as being expert on machinery RE: Cost Reduction come to visit our company and

give suggestion which we may have plan to invest with them in the future then company request for reserve such money for these reason

Mr. Narongchai Simaroth : Shareholder

Ask the chairman please consider to pay dividend to shareholders in the ratio of Baht 0.50 per share

Mr. Wutichai Leenabanchong: Chairman

As mentioned above we have plans to invest with partner so it necessary to reserve these money thus Board of Directors pledged to consider.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve omit dividend payment for business operation starting from January 1 – December 31, 2018

Resolution The shareholders, meeting approved a resolution by majority votes approved omit dividend payment for business operation during January 1 – December 31, 2018 and allocate the remaining amount to retained earning

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	54	464,179,247	99.6009
Disagreed	4	1,860,100	0.3991
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 466,039,347 total votes attended the meeting and right to votes			

Agenda 5 To appoint Directors whom retired by rotation

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Usara Pattatung as Director and Executive Director to report this

Miss Usara Pattatung as Director and Executive Director has informed to the meeting as follows Public Limited Company ACT and Memorandum of Association No.18 concludes as every annual general meeting of shareholders, Directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. Directors who retired by rotations may reelect thus in this 2019 Annual General Meeting of Shareholders there 3 Directors who retired by rotations.

1. Mr. Theerachai Leenabanchong Director
2. Dr. Pison Udomworarath Director and Independent Director
3. Miss Laphassarin Kraiwongwanitrunng Director

Board of Directors (not included mentioned 3 directors) propose the meeting to re-elect mentioned 3 directors for another term as selection process not pass Nomination Committee but this process Board of Directors (not included mentioned 3 directors) has considered from individual

qualifications of existing directors of company as has been screened by the Board of Directors that has suitable qualification for company's business as a person with knowledge, ability and basic expert from variety of profession in term of leadership, vision including morality, ethics and good attitude toward organization and good practice in term of directors thus uses their experiences and propose to organization includes is a person in accordance to legal qualification and related announcement

By this, curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term specified in enclosure no.3 as send to shareholders to be consider together with Invitation to 2019 Annual General Meeting of Shareholders

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

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

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

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to re-elect mentioned 3 directors thus shareholders may select those director individually

Resolution The shareholders, meeting approved a resolution by unanimously votes for another term as follows

Shareholders attended the meeting in totaling of 58 people and 466,039,347 shares											
Name of Director	Agree			Disagree			Abstain			Voided ballot	
	No. of people	Votes	%	No. of people	Votes	%	No. of people	Votes	%	Votes	%
1. Mr. Theerachai Leenabanchong	58	466,039,347	100.00	0	0	0.00	0	0	0.00	0	0.00
2. Associate Professor Pison Udomworarath	58	466,039,347	100.00	0	0	0.00	0	0	0.00	0	0.00
3. Miss Laphassarin Kraiwongwanitrun	58	466,039,347	100.00	0	0	0.00	0	0	0.00	0	0.00

Mr. Wutichai Leenabanchong as chairperson has informed to the meeting therefore Board of Directors of year 2019 in totaling of 9 people by following name list

1. Mr. Wutichai Leenabanchong
2. Mr. Worawit Siriwatwimol
3. Mr. Wichian Sopanpanichkul
4. Associate Professor Pison Udomworarath
5. Mr. Theerachai Leenabanchong
6. Miss Usara Pattatung
7. Mr. Nongnuch Kumchaithep
8. Miss Laphassarin Kraiwongwanitrun
9. Mr. Jessada Sornsuk

By Mr. Worawit Siriwatwimol, Mr. Wichian Sopanpanichkul and Associate Professor Pison Udomworarath is holding position of company's Independent Director and Audit Committee

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

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Mr. Worawit Siriwatwimol as Chairman of Remuneration Committee to report this

Mr. Worawit Siriwatwimol as Chairman of Remuneration Committee has informed to the meeting as company's Article of Association No.16 concludes Directors may have a right to receive remuneration which consists of rewards, meeting allowances, bonus or other benefits in other form as specified in Article of Association or consideration from shareholders thus year 2018 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 1,950,000 (once). Year 2018 actual amount paying of remuneration directors equals to Baht 840,000.

By this, company has summarized amount of remuneration for directors individually for year 2018 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

In addition, Year 2019 Board of Directors deem appropriate with Remuneration Committee proposed of Baht 1,950,000 for remuneration of year 2019 which is the same amount of year 2018. However, not includes remuneration or welfare that directors receives as employees which specified once by carefully considered by comparing of same business and economic situation including appropriate number of directors by following details:

1. Monetary Compensation: Meeting allowance

(1) Board of Director (all times attendance)

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

(2) Audit Committee (all times attendance)

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

(3) Remuneration Committee (all times attendance)

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

By this, the effective date will be starting from approval from shareholders meeting until the resolution change to something else

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting approve remuneration for directors as mentioned fees

Resolution The shareholders, meeting approved a resolution by unanimously votes for remuneration for director of year 2019 as follows

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	58	466,039,347	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 466,039,347 total votes attended the meeting and right to votes			

Agenda 7 To consider and appoint the Company's auditor and fix the auditor's fee for the year 2019

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Mr. Worawit Siriwatwimol as Chairman of Audit Committee to report this

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

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

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

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

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

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

Details	Amount (Baht) 2019 (Proposed)	Amount (Baht) 2018
Review of Financial Statements, 1 st Quarter	240,000.-	210,000.-
Review of Financial Statements, 2 nd Quarter	240,000.-	210,000.-
Review of Financial Statements, 3 rd Quarter	240,000.-	210,000.-
Yearly auditors fee	980,000.-	970,000.-
TOTAL	1,700,000.-	1,600,000.-

By Certified Public Accountant of company and its subsidiaries one of authorized auditor in the name of Deloitte Touche Tohmatsu Jaiyos 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, it is independently to review and express opinion on the financial statements of the Company.

Incidentally, auditor of company and its subsidiaries 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.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve auditors fees for year 2019 as amounting of Baht 1,700,000

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

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

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be company’s auditor for year 2019 and approve auditor fee as amounting of Baht 1,700,000 as follow

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	58	466,039,347	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 466,039,347 total votes attended the meeting and right to votes			

Agenda 8 To consider amendment of Article of Association No.33

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Laphassarin Kraiwongwanitruong as Director and Executive Director to report this

Miss Laphassarin Kraiwongwanitruong as Director and Executive Director has informed to the meeting in order to be relevant to PUBLIC COMPANY LIMITED ACT B.E.2535 section 100 as amend by order of Head from National Council for Peace and Order No.21/2560 RE: Amendments laws in order to facilitate in business operation which Board of Director deems appropriate to propose the meeting to approve amendment of Article of Association No.33 by following details:

Article of Association	Proposed Article of Association
No.33 Board of Director must schedule shareholders meeting annually within 4 months after ending fiscal year of company	No.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 <u>when counted amount of shares from shareholders not less than 1 in 5 of total shares sold or shareholders not less than 25 person (total shares not less than 1 in 10 of total shares sold) join together make a letter by specify reasons and objectives for request shareholders meeting thus ask Board to named Annual General Meeting of Shareholders to Extraordinary Meeting of Shareholders in case of shareholders request those meeting within 1 month which counting from day receive letter from shareholders.</u>	Other shareholders meeting except mentioned will called Extraordinary Meeting of Shareholders; Board of Director may called the meeting anytime as necessary or <u>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</u>

Article of Association	Proposed Article of Association
	<p><u>In case Board has not schedule shareholders meeting within mentioned in paragraph one 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</u></p> <p><u>In case shareholders meeting happened according to paragraph two; 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</u></p>

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve amendment of Article of Association No.33

Resolution The shareholders, meeting approved a resolution by unanimously votes for amendment Article of Association No.33 as follows

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	58	466,039,347	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 466,039,347 total votes attended the meeting and right to votes			

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

Mr. Wutichai Leenabanchong as chairperson of this meeting has handled to Miss Nongnuch Kumchaithep as Director (Accounting and Finance) to report this.

Miss Nongnuch Kumchaithep as Director (Accounting and Finance) has informed to the meeting, due to company need to decrease registered capital from Baht 450,000,000 to Baht 318,182,593 by cancellation of unsold shares as amounting of 263,634,814 shares (par value of Baht 0.50 as ordinary shares reserve for right of warrant holders (RWI-W1) which is currently expired thus amend Memorandum of Association No.4 RE: Registered Capital to be in accordance to decrease registered capital by cancel original information and using new information as follows:

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

Apart from this, Board of Directors proposed shareholders meeting to consider granting power to authorized person assigned by Board of Directors to amend Memorandum of Association at Department of Business Development, Ministry of Commerce to have power to amend word or other process in accordance to registrar

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting consider on decrease registered capital and amend Memorandum of Association No.4

Resolution The shareholders, meeting approved a resolution by voting more than three in fourth of decrease registered capital from Baht 450,000,000 to Baht 318,182,593 by cancellation of unsold shares as amounting of 263,634,814 shares as par value of Baht 0.50 and amend memorandum of association no.4 to be in accordance to registered capital and authorized as proposed by following votes

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	58	466,039,347	100.00
Disagreed	0	0	0.00
Abstained	0	0	0.00
Voided Ballot	0	0	0.00
Number of 384,793,360 total votes attended the meeting and right to votes			

Agenda 10 Other business (if any)

Chairperson has informed to the meeting; now is the end of all agendas which clarify in the invitation letter and has asked are there any more proposals or not if there is no other proposal.

There is no other proposal then chairperson of this meeting In the name of Board of Directors, Executives thank you all once again for taking time to attending the meeting and asked the meeting closed at present.

The meeting was adjourned at 11.10 am.

-Wutichai Leenabanchong-
(Mr. Wutichai Leenabanchong)
Chairperson

Certified true and correct

-Nongnuch Kumchaithep-
(Miss Nongnuch Kumchaithep)
Director

-Laphassarin Kraiwongwanitrueng-
(Miss Laphassarin Kraiwongwanitrueng)
Director