

**Criteria for granting shareholders the right to propose agenda items and  
nominate people to be considered for election as directors of the Company in advance  
for the 2025 Annual General Meeting of Shareholders  
of Rayong Wire Industries Public Company Limited**

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with awareness of the rights and equality of shareholders in accordance with the principles of good corporate governance, the Board of Directors of Rayong Wire Industries Public Company Limited ( " Company") has therefore given the opportunity to the Company's shareholders to propose matters that the shareholders consider beneficial to the Company for consideration to be included in the agenda of the 2025 Annual General Meeting of Shareholders. ("Agenda") including an opportunity for shareholders to nominate persons with suitable qualifications to be considered for election as directors of the Company in advance, with the following criteria and guidelines:

**1. Qualifications of shareholders**

Shareholders who wish to propose agenda items and/or nominate people to be considered for election as directors of the Company must have the following qualifications:

- 1.1 Being a shareholder of the Company on the date of proposing the agenda or nominating a director, which may be a single shareholder or a combination of shareholders, and
- 1.2 Holding shares continuously from the date of holding shares until the date of nominating a person to be a director of the Company for a period of not less than 12 months and
- 1.3 Being one or more shareholders who hold shares and have voting rights totaling not less than 5 percent of the total voting rights of the Company can propose 1 agenda and / or propose the appointment of 1 committee member.

**2. Proposal of agenda for shareholders' meeting**

**2.1 Conditions for consideration of proposed agenda items for inclusion in the meeting agenda**

Subjects that will not be included on the agenda

- (1) Subjects that are contrary to laws, announcements, regulations, rules and regulations of government agencies or agencies that supervise the Company or are not in accordance with the objectives and regulations of the Company, resolutions of the shareholders' meeting and the principles of good corporate governance.
- (2) Subjects that are for the benefit of a particular person or group of people.
- (3) Subjects that are within the management authority of the Company's Board of Directors, except in cases that cause significant damage to shareholders.



- (4) Subjects that the Company has already acted on.
- (5) Subjects beyond the Company's authority to act on.
- (6) Subjects proposed by shareholders who are not fully qualified under Section 1 or matters for which the shareholders provide incomplete, incorrect information or cannot be contacted.

### 3. Nomination of the Company's Directors

#### 3.1 Qualifications of the Company's Directors

People nominated for consideration for the position of Company Director must have the following qualifications:

- (1) Has complete qualifications and does not have prohibited characteristics according to the relevant laws and regulations as follows:
  - Public Limited Company Act B.E. 2535
  - Securities and Exchange Act B.E. 2535
  - The Organic Act on Prevention and Suppression of Corruption B.E. 2561
  - Announcement of the Securities and Exchange Commission Rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
  - Relevant Cabinet Resolutions
  - Company regulations
  - The Company's Good Corporate Governance and Business Ethics Manual
  - Other laws and regulations related to the qualifications of directors in listed companies
- (2) Age not exceeding 70 years.
- (3) Having knowledge, skills, expertise and diverse experience in various professional fields that are beneficial to the performance of duties as a director and necessary for the composition of the Company's Board of Directors, which is consistent with the Company's business strategy.
- (4) Be responsible and able to devote full time to effectively performing duties as a director of the Company, including performing duties with care and honesty.





### 3.2 Qualifications of Independent Directors

Persons who are qualified as independent directors must have qualifications in accordance with the announcement of the Securities and Exchange Commission and the criteria of "Definition of Qualifications of Independent Directors" as determined by the Company and announced on the Company's website.

## 4. Consideration steps/methods

### 4.1 Proposal on the agenda for the meeting

- (1) Initially, the Company Secretary will collect information according to the specified criteria and proceed according to the Company's procedures to present it to the Company's Board of Directors' meeting for consideration.
- (2) Subjects that the Company's Board of Directors has considered appropriate to be included in the meeting agenda, the Company will notify in the meeting invitation letter by stating that they are agendas proposed by shareholders.

### 4.2 Nomination of Directors

- (1) Initially, the Company Secretary will consider the accuracy and completeness of the information and qualifications of the person nominated as a director and proceed according to the Company's procedures to submit to the Nomination and Remuneration Committee for further consideration by the Company's Board of Directors.
- (2) People approved by the Company's Board of Directors will be nominated on the agenda for the election of directors, together with the opinion of the Company's Board of Directors in the invitation letter, stating that they are nominated by shareholders. The Board of Directors will consider the appropriateness of the matters proposed by the shareholders. The decision of the Board of Directors is final for people who are not approved to be nominated for or for matters not included in the agenda, the Company will inform the shareholders at the shareholders' meeting.

## 5. Documentation

Shareholders are required to submit the following supporting documents for consideration:

- 5.1 **Documentation of shareholding**, including a certificate from a securities company or evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.



**5.2 Documentary of all shareholders** in the case of jointly proposing an issue, including:

- (1) Case of the shareholder is an individual : A copy of the national identity card or passport (in the case of a foreigner) with a signature certifying its accuracy.
- (2) Case of the shareholder is a juristic person : A copy of the certificate of incorporation and a copy of the national ID card or passport (in the case of a foreigner) of the authorized signatory who has signed and certified the correctness.

**5.3 Documents for the agenda proposal**

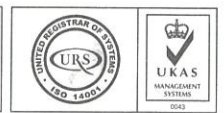
- (1) Form for exercising the right to propose subjects to be included as an agenda for the 2025 Annual General Meeting of Shareholders.

In the case where several shareholders jointly propose an agenda item, all shareholders must fill in the details and sign as evidence, then collect them into one set, separating one form for each director nomination.

In this regard, the name of one shareholder in the group shall be specified to act as a representative to be contacted on behalf of all shareholders together, and the Company's contact with the shareholder who is the assigned representative shall be considered as contacting all shareholders who have signed.

- (2) A data form of the person nominated as a director, which must be signed and certified by the person nominated.
- (3) Related documents with a signature certifying that the copies are correct by the person nominated as a director, including evidence of education, work history/training, and evidence of shareholding in the Company.
- (4) Additional supporting documents that will be beneficial to the committee's consideration (if any), with a signature certifying that the copies are correct.





#### 5.4 Documents for nominating individuals to be considered for positions as directors of the Company

- (1) Form for exercising the right to nominate people to be considered for election as directors of the Company at the 2025 annual general meeting of shareholders.

In the case where multiple shareholders jointly propose a person to be a director, each shareholder must fill in the details and sign as evidence, then collect them into one set, separating one form for each director nomination.

In this regard, the name of one shareholder in the group shall be specified to act as a representative contact person on behalf of all shareholders together, and the Company's contact with the shareholder who is the authorized representative shall be considered as contact with all shareholders who have signed.

- (2) A data form of a person nominated as a director, which must be signed and certified by the nominated person.
- (3) Related documents with a signature certifying that the copies are correct by the person nominated as a director, including evidence of education, work history/training, evidence of shareholding in the Company.
- (4) Additional supporting documents that will be beneficial to the committee's consideration (if any), with a signature certifying that the copies are correct.

#### 6. Channels for receiving matters proposed by shareholders

For initial convenience, shareholders who are fully qualified can notify via the following channels:

- 6.1 Unofficial information can be provided at :-

Email Address: [nongnuch@rwi.co.th](mailto:nongnuch@rwi.co.th) (Company Secretary)

[Uracha.c@rwi.co.th](mailto:Uracha.c@rwi.co.th) (Investor Relations)

- 6.2 Submit the original documents and evidence signed in writing for consideration by the Company's Board of Directors by January 31, 2025 by sending them to :-

**Corporate Governance and Investor Relations Department or Company Secretary**

**Rayong Wire Industries Public Company Limited**

**No. 1011 Supalai Grand Tower Building, 17th Floor, Room 1703,1704**

**Rama 3 Road, Chong Nonsi Subdistrict, Yan Nawa District, Bangkok 10120**



บริษัท ระยองไวร์ อินดัสตรีส์ จำกัด (มหาชน)  
RAYONG WIRE INDUSTRIES PUBLIC COMPANY LIMITED  
ทะเบียนเลขที่ 0107552000111



6.3 If you have any questions, you can contact the Corporate Governance and Investor Relations Unit or the Company Secretary at 0 2 - 0 4 9 - 1 0 0 1 ext. 4041 or [nongnuch@rwi.co.th](mailto:nongnuch@rwi.co.th)

7. **Period for submission of proposals** The Company provides an opportunity for shareholders to submit the above proposals from now until 31 January 2025.

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