

March 24, 2016

Subject: Invitation to Attend the 2016 Annual General Shareholders' Meeting

To: Shareholders of Thai Wire Products Public Company Limited

Enclosures:

1. Minutes of the Annual General Shareholders' Meeting for the year 2015
2. Annual Report 2015
3. The information of the proposed directors to replace those retiring by rotation
4. The qualifications of the company's independent director
5. Articles of Association relating to the Shareholders' Meeting
6. Process of Registration, Required Documents, Proxy and Voting in the Annual General Meeting of Shareholders 2016
7. Profiles of independent director who serves as proxy for shareholders
8. Proxy Form
9. Map of the meeting place

The Board of Directors of Thai Wire Products Public Company Limited resolved to convene the 2016 Annual General Shareholders' Meeting on April 26th, 2016 at 10.00 a.m. at Dusita Room 5th FL, Asia Airport Hotel, 99/2 Moo 8, Phaholyothin Road, Kukot, Lamlukka, Pathumthani 12130 to consider the following agenda:

Agenda 1 To certify the Minutes of 2015 Annual General Meeting of Shareholders

Rational: The company held the 2015 Annual General Shareholders' Meeting on April 28th, 2015. A copy of the minute is provided in the Enclosure 1.

BOD's Opinion: The minute of the Annual General Shareholders' Meeting 2015 on April 28, 2015 was completely and correctly recorded. It is considered appropriate for the Meeting of Shareholders to adopt the minute.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the company's 2015 operating results

Rational: The report of the company operational results for the year 2015 and other important information are available in the Annual Report distributed to all shareholders together with this notice(Enclosure 2).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the company's operational results for the year 2015.

Required Vote: No voting required for this agenda.

Agenda 3 To consider and approve the company's financial statements for the year ended December 31,2015

Rational: In compliance with Public Limited Companies Act, the company shall prepare the statement of financial position and the statement of comprehensive income for the shareholder's approval.

The company's financial statement for the year ended December 31,2015 in the 'Financial Statement' section of 2015 annual report was audited by the Certified Public Accountant and reviewed by the Audit Committee which is distribute to all shareholders together with this notice (Enclosure 2).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the company's financial statement for the year ended December 31, 2015 which have been audited by the Certified Public Accountant and reviewed by the Audit Committee and Board of Directors.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the company's 2015 operational results

Rational Under the Public Company Act B.E.2535 , the company is required to set aside as a legal reserve at least 5 percent of its net earning for the year deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered share capital.

In 2015, the financial statement showed Baht 60.28 million in total net profit. Therefore, the board considered and proposed the Meeting of Shareholders to allocate the net profit to be the legal reserve fund amount Baht 3.10 million.

For the dividend payment, the company has policy to pay dividend to shareholders at the rate of 50% of net profit from operation after deduction of all reserves as stated in the company's Articles of Association and related laws. However , the actual dividend payment depends on cash flow , investment plan and all other necessity in the future.

In the year 2015, the net profit after allocation to the legal reserve amounted to Baht 57.18 million. The management considered and proposed the meeting of Shareholders to approve the cash dividend payment for the year 2015 performance at the rate of Baht 1.10 per share. At present, the total paid-up share capital are 27,000,000 shares and the total amount of dividend payment is Baht 29.70 million.

The dividend payment from 2015 company's performance is at Baht 1.10 per share (increases Baht 0.10 per share or 10% higher than the 2014 dividend payment at Baht 1.00 per share) amounting to Baht 29.70 million, equivalent to 49.27% and 51.94% of the net profit and the net profit after allocation of the legal reserve respectively. The proposed dividend is consistent with the company's dividend payment policy.

The date for determining the rights of shareholders to receive dividend payment will be on March 11, 2016 (Record Date) and to collect the name of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E.2535 by means of closing the share register book on March 14, 2016. The dividend payment will be made on May 26, 2016.

However, the right to reserve dividend payment is subjected to the approval of 2016 AGM.

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the allocation of the legal reserve amounting to Baht 3.10 million and the dividend payment at the rate of Baht 1.10 per share.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To appoint the directors to succeed those completing their terms

Rational In accordance with Clause 14 of the Company's Articles of Association, one-third of the total number of directors shall be required to vacate their offices by rotation at every general meeting of shareholder. In year 2016, there are four directors who shall retire by rotation, namely:

1. Mr. Norasate Maiket Member of Audit Committee / Independent Director
2. Mr. Akamin Nganthavee Director
3. Mr. Tanapong Bhukaswan Director
4. Mr. Phanthum Phanthumchinda Independent Director

The company invited shareholders to nominate qualified candidates for the director position during January 1, 2016 – January 31, 2016. However, no shareholder nominated any qualified candidate.

The definition of company's independent director, which is equal to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand is shown in the the Enclosure 4.

BOD's Opinion: The process for nominating directors is not made through the Nomination Committee since the company has not appointed the Nomination Committee. However, the Board of Directors, without conflict of interest member, has considered that the four directors, who have completed their tenure, hold qualifications such as experience, knowledge, skills, capability and their performances which will be beneficial to the company. Thus, the Board of Directors recommend to re-appoint four directors who were retired by rotation to serve for another term.

The profiles of the nominated directors for re-appointment are shown in the Enclosure 3.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To approve the directors' remuneration for the year 2016

Rational The remuneration for directors is not determined by the Remuneration Committee since the company has not appointed the Remuneration Committee. However, the company considered the remuneration for directors by base on the duty, the responsibilities of the Board of Directors together with the company's overall performance.

For 2016, the Board of Directors has considered the remuneration appropriateness based on above mentioned criteria and proposed the rate of director's remuneration equal to the preceding year. The details are as follows:

Directors

- Allowances of Baht 15,000 per meeting
- The total remuneration should not exceed Baht 5 Million per year.

Audit Committee

- Allowances of Baht 20,000 per meeting

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the remuneration for the directors and Audit Committee for the year 2016 consists of 1)

meeting allowance and 2) total remuneration as the director of not exceeding Baht 5 Million , equivalent to the year 2015.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 7 To appoint an auditor and approve the auditing fee for 2016

Rational In accordance with Securities and Exchange Act B.E.2535 , the appointment of company auditor and auditor's remuneration shall be annually appointed by shareholders in the Annual General Shareholder's Meeting . The appropriated auditor will be proposed by the Audit Committee and considered by the Board of Directors.

The Audit Committee considered the auditor and audit fee for the year 2016 based on past year performance, the independence and the reasonable remuneration and propose to re-appoint ASV & Associates Limited, as per details described below:

1. To consider and appoint the following auditors from ASV & Associates Limited as the company's auditors for the year 2016:

(1) Mr.Anusorn Kiatgungwalgri, CPA No. 2109 or

(Has been the company's auditor with signatory to the company's financial statement for 2008 and 2010)

(2) Ms. Kwunjai Kiatgungwalgri, CPA No. 5875

(Has been the company's auditor with signatory to the company's financial statement for 2009 and 2011-2015)

The above-mentioned auditors have neither relationship nor conflict of interest with the company , the executives , the major shareholders or other related persons of these parties. Thus , the proposed auditors are independent to perform audit activities and express their opinion on the financial statement of the company.

2. To consider and fix the audit fee for the company for the accounting year 2016 in the amount of Baht 982,000, an increase of Baht 47,000 or 5.03% from the audit fee of year 2015. Only the audit fee is included in the remuneration of the company's auditor.

The comparision of the audit fee for the year 2016 and 2015 is as follow:

Unit : Baht

	2016	2015
Audit Fee	982,000	935,000
Non-audit fee		
Total	982,000	935,000

BOD's Opinion: The Board of Director concurred with the Audit Committee's recommendation consider that ASV & Associates Limited is proper, reliable and independent. In additional, the auditor fee is reasonable. Thus, it is considered appropriate for the Meeting of Shareholders to approve the appointment of

(1) Mr.Anusorn Kiatgungwalgri, CPA No. 2109 or

(2) Ms. Kwunjai Kiatgungwalgri, CPA No. 5875

the auditors from ASV & Associates Limited to be company's auditor for the year 2016 with the remuneration in the amount of Baht 982,000.

Required Vote: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 To consider and approve the change of number of ordinary shares and the par value per share

Rational: In order to enhance the liquidity of the company's volume of shares traded on the Stock Exchange of Thailand and to increase the holding of the company's ordinary shares by minority shareholders, the management considered and proposed the Meeting of Shareholders to approve the change of the par value per share of the company's ordinary shares from Baht 10 each to Baht 1 each . Consequently , the number of ordinary shares will be increase from 50,000,000 shares to 500,000,000 shares. The issued and paid-up ordinary shares will be increased from 27,000,000 shares to 270,000,000 shares.

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the change of number of the ordinary shares and the par value per share of the company's ordinary shares from at Baht 10 each to at Baht 1 each. As a consequence, ordinary shares of the company will be increased from 50,000,000 shares to 500,000,000 shares. The issued and paid-up ordinary shares will be increased from 27,000,000 shares to 270,000,000 shares.

The registered capital as well as the issued and paid-up share capital of the company will remain the same at Baht 500,000,000 and Baht 270,000,000 respectively.

Required Vote: The resolution for this agenda requires the votes of not less than three-fourths(3/4) of the number of the shareholders who attend the meeting and cast their votes.

Agenda 9 To consider and approve the amendment of clause 4 of the company's Memorandum of Association to be in line with the change of number of shares and par value per share

Rational: In order to be in line with the change of company's number and par value of ordinary shares, the former clause 4 of the company's Memorandum of Association will be cancelled and replaced by the new clause 4 as details below:-

“Clause 4.The registered capital 500,000,000 Baht (Five hundred million baht)
Divided into 500,000,000 shares (Five hundred million shares)
At the par value of 1 Baht each (one baht) each
Classified into:
Ordinary shares 500,000,000 shares (Five hundred million shares)
Preferred shares None

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the amendment of clause 4 of the company's Memorandum of Association to be in relevant of the change of par value.

Required Vote: The resolution for this agenda requires the votes of not less than three-fourths(3/4) of the number of the shareholders who attend the meeting and cast their votes.

Agenda 10 To consider the other matters(if any)

In case of any shareholder is unable to attend the meeting, shareholder may appoint another person or the company's independent directors (Enclosure 7) as a proxy to attend the meeting on your behalf by filling-in the information and placing the shareholder's signature(s) on the Proxy Form(Enclosure 8). The proxy form , together with all documents, is to be presented to the company secretary before the meeting begins or to be sent to the company secretary by mail at the company's address.

The registration will start from 9.00 a.m. onwards, it is highly recommended that shareholders and proxy holders bring and declare all documents as stated in the Enclosure 6 and Enclosure 8(if any) to the meeting's registration.

If any shareholder wish to request additional information or have any question or suggest any recommendation regarding to the mention agenda of the Meeting of Shareholders, please submit the inquiries and suggestions in advance to fax no. 0-2992-6870

All shareholders are cordially invited to attend the meeting on the date, time and place as indicated above.

Yours sincerely

(Mr.Suwat Chittamai)

Managing Director

**Minutes of the Annual General Shareholders' Meeting for the year 2015
Thai Wire Products Public Company Limited**

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Date April 28th, 2015 at 10.00 a.m.

Venue Dusita Room 5th FL, Asia Airport Hotel, 99/2 Moo 8, Phaholyothin Road, Kukot,
Lamlukka, Pathumthani 12130

Attendees 38 self-attending shareholders, holding an aggregate number of 5,273,150 shares
42 proxies, holding an aggregate number of 9,679,906 shares
Total number of shareholders were 80 shareholders holding an aggregate number of
14,953,056 shares which were accounted for 55.38 %

Directors Present at the Meeting

1. Mr. Suri	Buakhom	Chairman / Chairman of Audit Committee and Independent Director
2. Ms. Kingtien	Bang-Or	Audit Committee and Independent Director
3. Mr. Norasate	Maiket	Audit Committee and Independent Director
4. Mr. Suwat	Chitamai	Director and General Manager
5. Mr. Chatchai	Siriwatana	Director
6. Mr. Akamin	Nganthavee	Director
7. Mr. Tanapong	Bhukaswan	Director
8. Mr. Phanthum	Phanthumchinda	Director
9. Mr. Sorarat	Nganthavee	Director

Executives Present at the Meeting

1. Dr. Dan	Tong-In	Plant Manager
2. Mr. Suchart	Keophaithool	Senior Marketing & Sales Manager
3. Ms. Jongkon	Phisutphichade	Senior Accounting and Financial Manager

Auditor and Representative Present at the Meeting

- Ms. Kwunjai Kiatgungwalgri

Remarks

Since it was allowed the shareholders to register and attend the meeting at any time during the meeting, even after a commencement of the meeting; therefore, the number of shares of the entitled shareholders may vary in each agenda.

The Meeting was called to order at 10.00 am.

Ms. Jongkon Phisutphichade announced to the meeting that there were 26 Shareholders attending the meeting themselves, representing 1,427,800 shares and 39 Shareholders who appointed a Proxy, representing 9,336,206 Shares. Thus, there were total of 65 attendants holding an aggregate number of 10,764,006 shares, or equivalent to 39.87% of total paid-up capital of 27,000,000 shares, which exceeds one third of the total shares. Thus, a quorum of the meeting was duly constituted.

Ms. Jongkon Phisutphichade then explained the details of the meeting, vote casting and vote counting procedures as follow:

Vote Casting

- The shareholders shall receive a voting card on each agenda upon the registration to attend the meeting. The shareholder or a proxy shall have the number of votes equal to the number of shares held or obtained by proxy. One share shall equals to one vote.
- The shareholders and proxies, who wish to vote “disapprove” or “abstain” , shall mark on voting card on each agenda and then raising his/her hand up to notify the officer who will collect the voting card for the vote counting purpose.

Vote Counting

1. The Company uses the barcode system for vote counting
2. For vote counting procedure, the votes “disapprove” or “abstain” shall be subtracted from the total number of votes. Shareholders who do not return the ballot shall be deemed as voting in approval on each agenda.
3. The resolution shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, abstention would not be counted.
4. In case that the shareholder uses proxy form B and indicates the vote on each agenda in advance, proxies shall not receive the voting card after registration. The Company shall record the vote as shown in the proxy form B at the registration to the meeting.
5. The Company will announce the results of the vote to the meeting either approve, disapprove or abstain, with percentage of total votes in the meeting.

For transparency of the vote counting, the Company has invited the auditor from ASV & Associates Limited to audit the casting in case of any veto of the casting.

During each agenda, shareholders and proxies are welcomed to provide opinion or raise question prior to the vote casting by raising their hands. After the permission from the chairman, the inquirer should inform his/her first name, family name and indicate whether he/she is a shareholder or proxy prior to providing any opinion or queries.

Should the opinion or question found to be irrelevant to the ongoing agenda, it is highly recommended the inquirer to raise that opinion or question again in the relevant agenda or in the other matter agenda at the end of the meeting.

In additional, the Company allowed its shareholders to propose matter(s) for consideration as agenda of the shareholders' meeting with proposing period from January 1st, 2015 to January 31st, 2015 and also allowed shareholders to submit any enquiries prior to the meeting. However, there were no any enquiries or proposals submitted from the shareholders to be added in the agenda of the AGM 2015.

After the meeting has been well acknowledged and agreed with the meeting procedures, vote casting and vote counting as described above, Ms.Jongkon Phisutphichade introduced directors, executives of the Company and auditor as listed in above section and invited Mr.Suri Buakhom, the chairman to open the meeting.

The meeting was presided over by Mr. Suri Buakhom. After giving the welcoming message to the shareholders attending the 2015 Annual General Shareholders' Meeting, the chairman then appointed Dr. Dan Tong-In to continue and lead the meeting according to the following agenda.

Agenda 1 To certify the Minutes of 2003 Annual General Meeting of Shareholders

Dr. Dan Tong-In proposed the meeting to consider and adopt the Minutes of the 2003 Annual General Shareholders' Meeting held on April 30th, 2003, which was the last meeting before the Court ordered rehabilitation. A copy of the said Minutes had been submitted to the shareholders together with the invitation letter of this meeting in the Enclosure 1.

Dr. Dan Tong-In requested the shareholder to inquire and comment regarding the 2003 Minutes.

No shareholder requested to amend the 2003 Annual General Shareholders' Meeting.

There were no questions from the shareholders. Dr. Dan Tong-In requested the meeting to consider and certify the Minutes of 2003 Annual General Meeting of Shareholders.

Resolution: The meeting considered and resolved to adopt the Minutes of 2003 Annual General Meeting of Shareholders held on April 30th, 2003 as proposed with unanimous vote of the shareholders present to the meeting and cast their votes as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	13,193,056	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

Agenda 2 To acknowledge the Company's 2014 operating results

Dr. Dan Tong-In reported that the operating result and the significant change for the year of 2014 are shown in the 2014 Annual Report, which had been sent to all shareholders together with the invitation letter of this meeting. The summary is as follows:-

Revenues

The Company reported total revenues of Baht 2,052.68 million, which includes revenues from sales of Baht 1,844.30 million, gain on debt restructuring under rehabilitation plan of Baht 180 million and other incomes of Baht 28.38 million.

Sales in 2014 amounted to Baht 1,844.30 million, representing an increase of Baht 1.22 million, equivalent to 0.07 percent upper compared to 2013. The increased sales amount was resulted by higher sales volume, yet drop in selling price. This increased sales came from higher export sales volume. On the other hand, the domestic sales volume was lower due to the slow down of the construction industry as well as the more aggressive competition in the market. In total, the sales volume increased by 7.62 percent yet the price fell by 7.01 percent. The proportion of sales: 81.30 percent came from domestic and 18.70 percent came from export.

Costs and Expenses

Costs of goods sold in 2014 amounted to Baht 1,582.12 million, representing Baht 69.42 million increase or 4.59 percent increase from the previous year due to the increase in sales volume.

Selling expenses, administrative expenses, financial cost and other expenses amounted to Baht 150.13 million which are similar to last year.

Profit

The net profit in the year 2014 totaled Baht 320.43 million, representing an increase of Baht 105.56 million, equivalent to 49.13 percent compared to the previous year, which was the result of the record of Baht 180 million gain on debt restructuring under rehabilitation plan. The profit from operations in 2014 was Baht 140.43 million, Baht 74.44 million lower or 34.64 percent drop compared to last year.

The Financial Review

As of December 31st, 2014, total assets were worth Baht 1,631.73 million. Total liabilities and total equity were at Baht 121.62 million and Baht 1,510.11 million respectively.

Dr. Dan Tong-In requested the shareholder to inquire and comment.

There were no questions from the shareholders. The meeting acknowledged the Company's 2014 operating results.

Agenda 3 To consider and approve the Company's financial statement for the year ended December 31st, 2014

Dr. Dan Tong-In proposed the meeting to consider and approve the Company's financial statements for the year ended on December 31st, 2014. The Company's financial statements were audited by the Certified Public Accountant and reviewed by the Audit Committee and is shown in the Annual Report distributed to the shareholders in advance (Enclosure 2). The Financial statements are summarized as below:

Statements of Financial Position

As of December 31st, 2014, the Company had total assets of Baht 1,631.73 million included current assets and non-current assets of Baht 928.50 million and Baht 703.23 million respectively, The Company had total liabilities of Baht 121.62 million and total equities in the amount of Baht 1,510.11 million.

Statement of comprehensive Income

In 2014, the revenue from the sales was Baht 1,844.30 million and cost of sales in the amount of Baht 1,582.12 million. The gross profit was 262.18 million. The other income and gain on debt restructuring under rehabilitation plan were Baht 28.38 million and Baht 180 million respectively. The selling expenses, administrative expenses, financial cost and other expenses amounted to Baht 150.13 million. The net profit was Baht 320.43 Baht

Dr. Dan Tong-In then invited the shareholders attending the meeting to raise question and express their opinion which can be summarized as follow.

Shareholder: According to the Company's financial statement, there is an overdue account receivable amount of Baht 70 million and Baht 69 million set as allowance for doubtful accounts, please list out the debtors. Would the Company receive such outstanding account receivable amount?

Management: Yes, there is a chance the Company will receive the outstanding account receivable amount which exceeds the amount set as allowance for doubtful accounts since the Company got the bank guarantee as a collateral. However there is a low possibility to receive from the debtors which were classified as the doubtful accounts.

Shareholder: Please report the status of loans the Company granted to related parties.

Management: Currently, the loans to related parties are comprised of 2 parties namely "Thai-Lao Lignite Co.,Ltd" and "Century Electronics and System Co.,Ltd". Thai-Lao Lignite Co.,Ltd has been gone through the debt restructuring by

filing the petition for business rehabilitation to the Central bankruptcy court and this has been approved. The court ordered Thai-Lao Lignite Co.,Ltd to pay debt amount Baht 30.56 million for 7 years, which they can comply with the court order. For Century Electronics and System Co.,Ltd(CES), since the Central Bankruptcy Court adjudged the CES liquidated, the Company has filed the average debt petition. However there is a minimum possibility of getting paid as the debtor is insolvent.

Shareholder: Is the Company required to place a bank deposit as a collateral equivalent to Baht 508 million in order to purchase the raw materials? Meanwhile the balance of the raw material as of the year end remained approximately at Baht 300 million. Could the Company utilize such amount of bank deposit for other purposes instead?

Management: A bank deposit placed as a collateral, amount Baht 508 million is used as the collateral for the Company's entire credit facilities which comprises of credit facilities for bank guarantee issuing for the Company's general business activities including bid bond and performance security for selling goods to government sectors, electricity usage guarantee as well as credit facilities to open an L/C to purchase raw materials. The Company imports the raw material which is required the L/C opening 2-3 months in advance. Such credit facilities enable the Company to run its business properly. Otherwise, the Company could not be able to continue the business.

There were no further questions from the shareholders. Dr. Dan Tong-In requested the meeting to consider and approve the Company's financial statement for the year ended December 31st, 2014.

Resolution: The meeting agreed and approved the Company's financial statement for the year ended December 31st, 2014, by unanimous vote of shareholders who attend the meeting and cast their votes as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	13,360,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the Company's 2014 operating results.

Dr. Dan Tong-In proposed the meeting to consider and approve the allocation of legal reserve and dividend payment for the Company's 2014 operating results. The details are as follows:-

- Under the Public Company Act B.E. 2535, Section 116 and Clause 33 of the Company's Articles of Association, indicating that the Company has to allocate some of its net profit as a Company's legal reserve which has to be at minimum 5 percent of the yearly net profit. This amount would be deducted by retained loss brought forward (if any) until the Company's legal reserve reaches 10 percent of the registered share capital.
- In 2014, the financial statement showed Baht 320.43 million in total net profit. Therefore, the board considered and proposed the meeting of Shareholders to allocate the net profit to be the legal reserve fund amount Baht 16.50 million.
- With regard to the dividend payment, since the court ordered the termination of the rehabilitation on November 26th, 2014, the management considered and proposed the meeting of Shareholders to approve the cash dividend payment for the year 2014 performance at the rate of 1 Baht per share. At present, the total paid-up share capital are 27,000,000 shares and the total amount of dividend payment is Baht 27 million.
- The date for determining the rights of shareholders to receive dividend payment would be on March 13th, 2015 (Record Date) and to collect the name of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E.2535 by means of closing the share register book on March 16th, 2015. The dividend payment will be made on May 28th, 2015.

Dr. Dan Tong-In invited the shareholders attending the meeting to raise question and express their opinion.

Shareholder: The dividend of Baht 1 per share is less than indicated in the Company's policy. Please explain the dividend policy and the ratio the Company declared to the Stock Exchange of Thailand.

Management: According to the Company's policy, the Company will pay dividend in the ratio of 50 percent but with regard to the Company's financial status.

The Company had been operating under the rehabilitation plan during the year 2014 and the court has just ordered the termination of the rehabilitation on November 26th, 2014. Therefore the Company's operating result taking place after the termination of the rehabilitation should be taken into account for dividend payment.

The Company's Q4, 2014 ordinary operating result, which excluded the gain from extraordinary items which is solely the figures in accounting perspective,

appeared to be loss. This loss would not enable the Company to approve the dividend payment, however the board of directors deemed that the Company has not paid the dividend to the shareholders for a long period, so it is considered and approved the dividend payment to the shareholders from the Company's unencumbered fund amount Baht 28 million which was valued at the end of the accounting period. The board of directors then approved the dividend payment of Baht 1 per share, totaled Baht 27 million which was equivalent to the cash flow the Company had as of the year end.

In addition, the Company always discloses its conditions and restrictions of dividend payment which were shown in Form 56-1 which is submitted to the Stock Exchange of Thailand to distribute to the investors. It is well written that there is a risk that the shareholders may not receive the dividend under the "Risk Factors" topic.

Shareholder: Would there be a revision in the dividend policy in the future?

Management: As of now, there is no further amendment of the dividend policy. The details are shown in the 2014 Annual Report, Page 7 under the topic "Dividend Payment Policy" which are indicated as follow:

The Company has the policy to pay the dividend to the shareholders in the ratio of 50 percent of net profit gained from the Company's operating results and in accordance to the Company's financial statement after a deduction of the reserved funds that must be complied with the Company's Articles of Association and Law. Plus, the dividend payment shall depend on the Company's cash flow, investment plan and other necessities in the future.

There were no further questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting agreed to approve the allocation of net profit of Baht 16.50 million to be legal reserve and the dividend payment from the 2014 performance at 1 Baht per share in the total amount of Baht 27 million with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	12,178,356	100.00
Disapproved	0	-
Abstained	2,617,500	-
Incomplete	0	-

Agenda 5 To appoint the directors to succeed those completing their terms and appoint the new directors

In accordance with Clause 14 of the Company's Articles of Association, one-third of the total number of directors shall be required to vacate their offices by rotation at every general meeting of shareholder.

In year 2015, there are three directors who shall retire by rotation, namely:

1. Mr. Chatchai Siriwatana Director
2. Mr. Suwat Chitamai Director
3. Ms. Kingthien Bang-or Director and Member of Audit Committee

In additional, during the past years, there was a resignation of several directors, so the board considered and proposed the meeting of Shareholders to appoint new directors as follow:-

1. Mr.Thongchai Na Nakorn Director
2. Police Lt-General Suravudh Kradsiri Director

Criteria for nomination of directors is considered from various aspects including qualification, experience, skills, knowledge and their performances.

The Company invited shareholders to nominate qualified candidates for the director position during January 1st, 2015 – January 31st, 2015. However, no shareholder nominated any qualified candidate. The Company proposed the meeting to re-appoint 3 retired directors to hold the position for another term as follow:-

1. Mr. Chatchai Siriwatana Director
2. Mr. Suwat Chitamai Director
3. Ms. Kingthien Bang-or Director and Member of Audit Committee

and appoint the 2 new directors as follow:-

1. Mr.Thongchai Na Nakorn Director
2. Police Lt-General Suravudh Kradsiri Director

The profiles of the nominated directors for re-appointment are shown in the Enclosure 3 which was sent to the shareholders together with the invitation letter of this meeting.

In addition, Ms. Kingthien Bang-or who has been proposed to be the Independent Director, hold the qualifications in accordance with the Company's Independent Director Qualifications according to minimum requirement of Securities and Exchange Commission (Enclosure 4).

Dr. Dan Tong-In invited the shareholders attending the meeting to raise question and express their opinion.

There were no questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting considered and approved to re-elect the 3 retiring directors to serve as the Company's directors for another term and appointed the 2 new directors. The resolution was passed for each individual director. The details are as follow:-

5.1) Mr. Chatchai Siriwattana

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,796,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

5.2) Mr. Suwat Chitamai

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,796,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

5.3) Ms. Kingthien Bang-or

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,796,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

5.4) Mr. Thongchai Na Nakorn

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,796,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

5.5) Police Lt-General Suravudh Kradsiri

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,796,856	100.00
Disapproved	0	-
Abstained	0	-
Incomplete	0	-

Agenda 6 To approve the directors' remuneration for the year 2015

Dr. Dan Tong-In informed the meeting that the Board of Directors has considered the remuneration for directors for 2015 and proposed the rate of remuneration for year 2015 as these following details:

Directors

- Allowances of 15,000 Baht per meeting
- The total remuneration should not exceed 5 Million Baht per year.

Audit Committee

- Allowances of 20,000 Baht per meeting

Dr. Dan Tong-In invited the shareholders attending the meeting to raise question and express their opinion.

There were no questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting considered and resolved to approve the remuneration for directors of year 2015 as proposed. The result of votes are as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,795,556	100.00
Disapproved	0	-
Abstained	1,300	-
Incomplete	0	-

Agenda 7 To appoint an auditor and approve the auditing fee for 2015

Dr. Dan Tong-In proposed the meeting to consider and approve the appointment of auditor and audit fee for 2015. The Board of Director concurred with the Audit Committee's recommendation considered that ASV & Associates Limited is proper, reliable and independent. In addition, the auditor fee is reasonable. Thus, it is considered appropriate for the meeting of shareholders to approve the appointment of

- (1) Mr. Anusorn Kiatgungwalgri, CPA No. 2109 or
(Has been the Company's auditor with signatory to the Company's financial statement for 2008 and 2010)
- (2) Ms. Kwunjai Kiatgungwalgri, CPA No. 5875
(Has been the Company's auditor with signatory to the Company's financial statement for 2009 and 2011-2014)

The auditors from ASV & Associates Limited to be Company's auditor for the year 2015 with the remuneration in the amount of Baht 935,000, which is equal to the preceding year. Only the audit fee is included in the Company's auditor.

Besides, the above-mentioned auditors have neither relationship nor conflict of interest with the Company, the executives, the major shareholders or other related persons of these parties. Thus, the proposed auditors are independent to perform audit activities and express their opinion on the financial statement of the Company.

Dr. Dan Tong-In invited the shareholders attending the meeting to raise question and express their opinion.

There were no questions from the shareholders. The meeting considered the matter and cast votes.

Resolution: The meeting considered and resolved to approve the appointment of Mr. Anusorn Kiatgungwalgri, CPA No. 2109 or Ms. Kwunjai Kiatgungwalgri, CPA No. 5875 from ASV & Associates Limited to be Company's auditor for the year 2015 and the audit fee in the amount of Baht 935,000. The result of votes are as follows:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	14,795,556	100.00
Disapproved	0	-
Abstained	1,300	-
Incomplete	0	-

Agenda 8 To consider the other matters (if any)

Dr. Dan Tong-In informed the meeting that all agenda items have been covered and completed. This is the Q&A session for any further enquiries and suggestions from the shareholders, which can be concluded as follow:

Shareholder: Are the prices of finished goods and raw material in a better level nowadays?

Management: Compared to Q4 Year 2014, both prices decrease, however they are more stable currently.

Shareholder: Compared between the price of finished goods and raw material, which price drops over the other?

Management: Generally once the price of raw material declines, the price of finished goods drops immediately, with variant proportion depending on the competitiveness in the market at that time.

Shareholder: Please elaborate on the future plan after the termination of the rehabilitation.

Management: The Company has the investment plan which is disclosed in the Annual Report, Page 36 under the topic "Investment Expenses" as follows:

The Company has the investment project to replace the old, outdated or obsolete assets which consists of the plan to improve the machinery effectiveness and the investment in the new production line to replace some of the old line, budgeting at Baht 267 Million. It is estimated this investment plan would take up to 1 year and 4 months, beginning in the year 2015 onwards.

However there might be a tardiness during the process, subject to the Company's conditions.

The reason for this investment is resulted from the inability to invest more than Baht 1 Million per transaction during the rehabilitation period which

affected to the current machineries' working life to be 17 – 28 years, or 22 years on average which is considered risky. This machinery effectiveness improvement will shorten the Breakdown duration, increase the speed of the machinery as well as expand the useful life of the machinery.

Shareholder: Will the production capacity increase after the machinery revamp?

Management: The production capacity will not significantly increase as the initial investment is to improve the machinery effectiveness. While the secondary stage investment is to replace the old assets which their production capacity deteriorated from the longer working life.

Shareholder: According to the loss of Company's ordinary operating result in Q4, 2014, were there any additional expenses on extraordinary items?

Management: No, there were no such expenses.

Shareholder: Is there a Company's stock loss resulted from the drop in metal prices during Q4, 2014?

Management: The Company conducts the assets value measurement at the end of each accounting period to determine whether or not the allowance for diminution in value is needed. With regard to the stock value remaining at the end of Year 2014, it is determined that there was no need for the Company to set up an additional reserve compared to the current reserved amount.

Shareholder: Will the Company benefit from the government's infrastructure investments e.g. High-Speed Railway, Dual-Track Rail and what is the Company's plan to serve these investments?

Management: The Company would get positive effects from the government's future investment, yet the effects would be less than the other producers whose mother companies are the project contractors.

Shareholder: Due to the Company's relatively low D/E ratio, does the Company have the plan to pay back outstanding debts and at which proportion?

Management: Presently, the Company has no outstanding debt. The Company's remaining liabilities are not loans as the Company has paid back all the loans according to the rehabilitation plan. The remaining debts are only the trade payable and accrued expenses which are the usual working capital.

Thai Investors Association: Does the Company have any plans to participate in the Association's Anti-Corruption program?

Management: It is the Company's plan to join the Association, which is expected to be commenced this year.

Shareholder: Proposed the Company to consider 1) Stock Split 2) Interim Dividend or distribution of the stock dividend 3) Warrant Issuing or Stock dividend 4) Indicate the sales volume in Metric Ton unit in the financial statement

Shareholder: Inquired the Company to list out the investment budget of Baht 267 Million. How much do the Revamp and new production line cost?

Management: The revamp costs Baht 67 Million and the new production line costs Baht 200 million. These totals Baht 267 million.

Shareholder: When will be the Machinery Revamp commencement and how long is the useful life for depreciation?

Management: The procurement has been commenced in January 2015 and the estimated useful life is approximately 5 years.

Shareholder: Would the investment in the new machinery benefit from BOI and what are the benefits?

Management: These details are being studied.

Shareholder: Is there still a Tax Shield, how much is it and when will it expire?

Management: There is a balance approximately of Baht 600 million which will be expired in the year 2017.

Shareholder: Inquired the progress of the reviews on the Anti-Dumping Measures which will be 1 year completion soon.

Management: The Anti-Dumping Measures (AD) will be 1 year completion on May 17th, 2015. The TATA Group expresses their intention to request the Department of Foreign Trade to reconsider the Measures. Simultaneously, the importers who are the P.C. Wire producers convene to form the Association of Prestressed Concrete Wire Manufacturers under the lead of Dr. Dan Tong-In who is positioned as a president of the Association. The Association will also request the Department of Foreign Trade to reconsider the Measures and the supporting request has been sent to the raw material producers in China to provide sufficient information.

Shareholder: Inquired where the source of investment fund is retrieved from.

Management: The investment fund comes from the Company's business operation.

Shareholder: Inquired if there are any plans to take on loan.

Management: No, there are no plans to ask for loan.

Shareholder: Inquired whether or not there are any plans to sell off the investments in Southern Concrete Pile Public Co.Ltd (SCP) and Kasikorn Bank Public Co.Ltd.

Management: The Company has invested in SCP for a long time and the reason why the Company is still holding the stock in SCP is there is no loss from such investment. Besides, the SCP is the Company's major client who has been in a long term trading. With regard to the investment fund in other businesses, the Company will consider selling at a reasonable price.

Shareholder: Inquired the progress of Hongsa Lignite Power Plant case and when it is expected to be ended.


Director: The case is now under the consideration of the Supreme Court and it is expected to take up for a few more years from the beginning of 2015 onwards.

There were no further questions from the shareholders. The chairman announced the meeting closure and thanked all the shareholders for their support.

There were additional shareholders arrived and registered for the meeting after the meeting started. Therefore, at the closing time of the meeting, there were a total of 80 shareholders who presented either in person or by proxy, representing 14,953,056 shares or 55.38%.

The meeting adjourned at 11.45 a.m.

Signed



(Mr. Suri Buakhom)

Chairman of the Meeting

Signed



(Ms. Jongkon Phisutphichade)

Recorder of the Meeting

The Information of the Proposed Directors to Replace those Retiring by Rotation

Name	Mr. Norasate Maiket
Position	Member of Audit Committee / Independent Director
Type of Director to be nominated	Member of Audit Committee / Independent Director
Age	61 years
Nationality	Thai
Number of Company Shares Held	None
Education	- Bachelor of Law Chulalongkorn University
Training Courses for Directors	None
Experience / Other Positions	Attorney at Law Union Law Consultant Co.,Ltd
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting 4 out of 4 Audit Committee Meeting
No of Years on the Board	13 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being an executive director, employee , member of staff or advisor who receives a regular salary	No
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

The Information of the Proposed Directors to Replace those Retiring by Rotation

Name	Mr. Akamin Nganthavee
Position	Director
Type of Director to be nominated	Director
Age	34 years
Nationality	Thai
Number of Company Shares Held	29,750 Shares(0.11%)
Education	- Bachelor Degree of Arts in Business Administration, Major in Finance Seattle University
Training Courses for Directors	None
Experience / Other Positions	- Director Southern Concrete Pile Public Company Limited
Meeting Attendance in 2015	3 out of 4 Board of Director Meeting
No of Years on the Board	9 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	Son of Mr.Siva Nganthavee
Being professional service provider	No
Having business relation	None

The Information of the Proposed Directors to Replace those Retiring by Rotation

Name	Mr. Tanapong Bhukaswan
Position	Director
Type of Director to be nominated	Director
Age	39 years
Nationality	Thai
Number of Company Shares Held	None
Education	- MBA Sasin Graduate Institute of Business Administration
Training Courses for Directors	None
Experience / Other Positions	- Managing Director Mosh Company Limited Meanmoremind Co.,Ltd.
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting
No of Years on the Board	9 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

The Information of the Proposed Directors to Replace those Retiring by Rotation

Name	Mr. Phanthum Phanthumchinda
Position	Independent Director
Type of Director to be nominated	Independent Director
Age	61 years
Nationality	Thai
Number of Company Shares Held	None
Education	- Bachelor of Law Chulalongkorn University
Training Courses for Directors	None
Experience / Other Positions	2004-2014 Managing Director T.I.H. Limited Partnership
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting
No of Years on the Board	9 years
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Being an executive director, employee , member of staff or advisor who receives a regular salary	No
Being close relative to management / major shareholder of the company	No
Being professional service provider	No
Having business relation	None

The Qualifications of the Company's Independent Director

The qualifications of Independent Director of the Company which been set under the Company's Corporate Governance Policy are **same as** the minimum requirement of the Securities Exchange Commission(SEC) of the applicant with following details :

1. Holding not more than 1 percent of the total number of voting rights of the Company;
2. Neither being nor used to be an executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse sibling and child, including spouse of child of executive, major shareholder, controlling persons, or persons to be nominated as executive or controlling person of the Company;
4. Neither having nor used to have a business relationship with the Company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
5. Neither being nor used to be an auditor of the Company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or not being a partner in partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company;
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.

Articles of Association Relating to the Shareholders' Meeting

Shareholder's Meeting

Article 23: The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene an Extraordinary Meeting either shareholders not less than one-fifth of the total number of shares issued by the company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

Article 24: To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 business days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date.

The Board of Directors shall set the meeting at the Head Office or any other place which consider appropriate.

Article 25: To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of the total member of shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another General Meeting shall be summoned by giving the notification to the shareholders not less than 7 days before the date of the meeting and at such meeting, no quorum shall be necessary.

Article 26: The resolution of the meeting shall be as follows:

- (1) For normal case, the resolution shall be passed by the majority shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourth of the total votes of shareholders presenting at the meeting and having the voting right:
 - (a) Selling or transferring all businesses or some significant parts to other individuals
 - (b) Acquiring or receiving the businesses transferred from other private entities
 - (c) Entering, amending or terminating Contracts to lease all company's businesses or some significant parts, assigning other parties to operate Company's businesses or merging businesses with other entities with the objectives to share profit and loss

Article 27: The matters to be considered at the Annual Ordinary General Meeting are as follow:

- (1) To acknowledge the Company's operation report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet
- (3) To consider the appropriation of profit
- (4) To elect directors to replace directors who retired by rotation
- (5) To appoint the company's auditor and specify the remuneration
- (6) Other business

**Process of Registration, Required Documents, Proxy and Voting
in the Annual General Meeting of Shareholders 2016**

Registration

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 9.00 a.m. onwards.

Required Documents

1. Individual Shareholders

Attendance in person:

- Identification card/Government official identification card
- Passport(In case of foreigner)
- Document of first name/family name change(if any)

Proxy:

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards/government official identification cards or passports (in case of foreigner) of the appointer and the proxy.

2. Juristic Person

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal(if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

3. For Foreign Investor Appointing Custodian in Thailand

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select Proxy Form C , that is dully signed and affixed with duty stamp of Baht 20;
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation , English translation is required for the Non-English with certification of correctness of the translation by Shareholder, for individual , or the authorized representative(s) of the Shareholder, for Jusristic Person

Proxy

The Company has attached Proxy Form A, B and C, which are the official form declared under the Notification of the Department of Business Development, Ministry of Commerce on Form of Proxy B.E.2550, together with the notice of meeting to the shareholders.

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form with details in each agenda
- Form C : Specific Proxy Form for foreign investors who appoint Custodian in Thailand

Shareholder who will not attend the meeting may appoint a person as his/her Proxy with following procedure:

1. Select only one of the above Proxy Forms and affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty.
2. Authorized a person or an Independent Director to attend and vote at the meeting on his/her behalf by specifying the name with details of a person to be his/her proxy.

Allocation of shares to several proxies to vote in the meeting is not allowed. The shareholder shall authorize the Proxy to cast the votes by all the shares held by him/her. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by foreign investor(s) in accordance with Proxy Form C .

Voting

The Chairman shall inform the Meeting details of voting procedures.

Voting Procedure

1. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the meeting. The balance would be treated as the number of affirmative votes in the relevant agenda.
2. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards.

Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Article of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Article of Association. The Chairman shall inform the meeting before voting each agenda. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

Profiles of Independent Director who serves as Proxy for Shareholders

Name	Mr. Suri Buakhom
Position	Chairman Chairman of Audit Committee Independent Director
Age	71 years
Nationality	Thai
Number of Company Shares Held	None
Family Relationship	None
Education	- MBA Thammasart University - B.Sc(Economics) Kasetsart University
Experience / Other Positions	Director , Zheng Xin Bank Company Ltd. Director, Quality Houses Public Company Limited Advisor , Wise Soft Co.,Ltd
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None(Except Agenda 6 To approve the directors' remuneration for the year 2016)

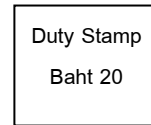
Profiles of Independent Director who serves as Proxy for Shareholders

Name	Mrs. Kingtien Bang-Or
Position	Member of Audit Committee Independent Director
Age	71 years
Nationality	Thai
Number of Company Shares Held	None
Family Relationship	None
Education	- MBA Thammasart University - Bachelor Degree of Accounting Thammasart University
Experience / Other Positions	- Director and Acting Managing Director Bangkok First Investment & Trust Public Company Limited - Chairman of Audit Committee Thai Film Industries Public Company Limited - Director Hi-Tech Network Co.,Ltd Piyanee Co.,Ltd Biz and Fun Co.,Ltd Rakthai Technology and Business Administration Co.,Ltd Tier I Network Co.,Ltd Jirola(Thailand) Co.,Ltd I-Tower Co.,Ltd Anek Boon Co.,Ltd Sahakol Equipment Co.,Ltd
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None(Except Agenda 6 To approve the directors' remuneration for the year 2016)

Profiles of Independent Director who serves as Proxy for Shareholders

Name	Mr. Norasate Maiket
Position	Member of Audit Committee Independent Director
Age	61 years
Nationality	Thai
Number of Company Shares Held	None
Family Relationship	None
Education	- Bachelor of Law Chulalongkorn University
Experience / Other Positions	Attorney at Law Union Law Consultant Co.,Ltd
Meeting Attendance in 2015	4 out of 4 Board of Director Meeting 4 out of 4 Audit Committee Meeting
Position in Other Entity that may have a Conflict of Interests with the Company	None
Record of Illegal Activity	None
Conflict of Interest in this Meeting	None(Except Agenda 6 To approve the directors' remuneration for the year 2016)

Proxy (Form A)
(General Form)



Written at
Date Month Year

(1) I / We Nationality
Residing at Road Sub District
District Province Post Code

(2) As a shareholder of Thai Wire Products Public Company Limited
holding a total amount of share (s) , and is entitled to cast vote (s)
as described below :

• Ordinary share for share (s), and is entitled to cast vote (s)

(3) I / We hereby authorized and appoint either one of the following persons :

(1) Name Age Years,
Residing at Road Sub District
District Province Post Code; or

(2) Name Age Years,
Residing at Road Sub District
District Province Post Code; or

(3) Name Age Years,
Residing at Road Sub District
District Province Post Code

as my / our Proxy to attend and vote on my / our behalf at the 2016 Annual General Shareholder's Meeting on 26th
April, 2016 at 10.00 a.m. at Dusita Room 5th FL , Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka ,
Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

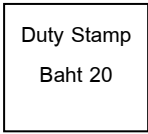
Signed Proxy
(.....)

Signed Proxy
(.....)

Note :

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his / her /
their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy (Form B)
(the Form contains the matters to be authorized in full detail)



Written at

Date Month Year

(1) I / We Nationality
 Residing at Road Sub District
 District Province Post Code

(2) As a shareholder of Thai Wire Products Public Company Limited
 holding a total amount of share (s) , and is entitled to cast vote (s)
 as described below :

- Ordinary share for share (s), and is entitled to cast vote (s)
- Preferred share for share (s), and is entitled to cast vote (s)

(3) I / We hereby authorized and appoint either one of the following persons :

- (1) Name Age Years,
 Residing at Road Sub District
 District Province Post Code; **or**
- (2) Name Age Years,
 Residing at Road Sub District
 District Province Post Code; **or**
- (3) Name Age Years,
 Residing at Road Sub District
 District Province Post Code

as my / our Proxy to attend and vote on my / our behalf at the 2016 Annual General Shareholder's Meeting on 26th April, 2016 at 10.00 a.m. at Dusita Room 5th FL , Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

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

Agenda 1 To certify the Minute of the 2015 Annual General Shareholders' Meeting

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve Disapprove Abstain

Agenda 2 To acknowledge the company's 2015 operating result

(No voting required for this agenda)

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2015

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve Disapprove Abstain

Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the company's 2015 operational results

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- Approve Disapprove Abstain

Agenda 5 To appoint the directors to succeed those completing their terms

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- The appointment of all nominated candidates; **or**
- Approve Disapprove Abstain
- The appointment of individual member as follows :
- (1) Mr. Norasate Maiket
- Approve Disapprove Abstain
- (2) Mr. Akamin Nganthavee
- Approve Disapprove Abstain
- (3) Mr. Tanapong Bhukaswan
- Approve Disapprove Abstain
- (4) Mr. Phanthum Phanthumchinda
- Approve Disapprove Abstain

Agenda 6 To approve the directors' remuneration for the year 2016

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- Approve Disapprove Abstain

Agenda 7 To appoint an auditor and approve the auditing fee for 2016

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- Approve Disapprove Abstain

Agenda 8 To consider and approve the change of number of ordinary shares and the par value per share

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- Approve Disapprove Abstain

Agenda 9 To consider and approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the change of number of shares and par value per share

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
- Approve Disapprove Abstain

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my / our voting as shareholder(s).
- (6) In case I / We do not specify or express my / our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my / our behalf as the Proxy deems appropriate.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Note :

- (1) A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- (2) In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- (3) If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

Annex to Proxy Form B

The proxy is granted by a Shareholder of Thai Wire Products Public Company Limited
For The 2016 Annual General Shareholder's Meeting on 26th April, 2016 at 10.00 a.m. at Dusita Room 5th FL , Asia
Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as
the meeting may be adjourned.

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve
 - Disapprove
 - Abstain

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve
 - Disapprove
 - Abstain

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve
 - Disapprove
 - Abstain

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - Approve
 - Disapprove
 - Abstain

Proxy (Form C)

(specifically for a foreign shareholder for which a custodian in Thailand is appointed)



Written at

Date Month Year

(1) I / We Nationality

Residing at Road Sub District

District Province Post Code

As the Custodian of (Please specify the fund name)

As a shareholder of Thai Wire Products Public Company Limited

holding a total amount of share (s) , and is entitled to cast vote (s)

as described below :

Ordinary share for share (s), and is entitled to cast vote (s)

Preferred share for share (s), and is entitled to cast vote (s)

(2) Hereby authorize and appoint either one of the following person :

(1) Name Age Years,

Residing at Road Sub District

District Province Post Code; **or**

(2) Name Age Years,

Residing at Road Sub District

District Province Post Code; **or**

(3) Name Age Years,

Residing at Road Sub District

District Province Post Code

as my / our Proxy to attend and vote on my / our behalf at the 2016 Annual General Shareholder's Meeting on 26th April, 2016 at 10.00 a.m. at Dusita Room 5th FL , Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

(3) The number of votes for which I / We authorize the Proxy to vote in this meeting is :

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to split the votes as follow :

Ordinary share for share (s), and is entitled to cast vote (s): and

Preferred share for share (s), and is entitled to cast vote (s)

Total number of voting right is

(4) I / We , hereby authorize the Proxy to vote on my / our behalf in this meeting as follow :

Agenda 1 To certify the Minute of the 2015 Annual General Shareholders' Meeting

(a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.

(b) To grant my / our proxy to vote at my / our desire as follows :

ApproveVote Disapprove Vote Abstain Vote

Agenda 2 To acknowledge the company's 2015 operating result

(No voting required for this agenda)

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2015

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the company's 2015 operational results

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 5 To appoint the directors to succeed those completing their terms

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - The Election and appointment of all members of the Board of Directors ; **or**
 - ApproveVote Disapprove Vote Abstain Vote
 - The Election and appointment of individual member(s) of the Board of Director as follows :
 - (1) Mr. Norasate Maiket
 - ApproveVote Disapprove Vote Abstain Vote
 - (2) Mr. Akamin Nganthavee
 - ApproveVote Disapprove Vote Abstain Vote
 - (3) Mr. Tanapong Bhukaswan
 - ApproveVote Disapprove Vote Abstain Vote
 - (4) Mr. Phanthum Phanthumchinda
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 6 To approve the directors' remuneration for the year 2016

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 7 To appoint an auditor and approve the auditing's fee for 2016

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 8 To consider and approve the change of number of ordinary shares and the par value per share

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda 9 To consider and approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the change of number of shares and par value per share

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my / our voting as shareholder(s).
- (6) In case I / We do not specify or express my / our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my / our behalf as the Proxy deems appropriate.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my / our own act (s) in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Note:

- (1) This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as foreign investor and a custodian in Thailand is appointed therefore.
- (2) Evidence of documents required to be attached to the proxy form are:
 - A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder; and
 - A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
- (3) The shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his / her / their behalf and all votes of a shareholder cannot be split for more than one proxy.
- (4) In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- (5) If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

Annex to Proxy Form C

The proxy is granted by a Shareholder of Thai Wire Products Public Company Limited
For The 2016 Annual General Shareholder's Meeting on 26th April, 2016 at 10.00 a.m. at Dusita Room 5th FL , Asia Airport Hotel, 99/2 Moo 8 , Phaholyothin Road, Kukot, Lamlukka , Pathumthani 12130 or such other date, time and place as the meeting may be adjourned.

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

Agenda No..... Re :.....

- (a) To grant my / our proxy to consider and vote on my / our behalf as appropriate in all respects.
- (b) To grant my / our proxy to vote at my / our desire as follows :
 - ApproveVote Disapprove Vote Abstain Vote

