

March 28, 2019

Subject: Invitation to Attend the 2019 Annual General Shareholders' Meeting

To: Shareholders of Thai Wire Products Public Company Limited

- Enclosures:
1. Minutes of the Extraordinary General Shareholders' Meeting No.1/2562
  2. Annual Report 2018
  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 2019
  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 2019 Annual General Shareholders' Meeting on April 29<sup>rd</sup>, 2019 at 10.00 a.m. at Dusita Room 5<sup>th</sup> 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 the Extraordinary General Meeting of Shareholders No.1/2562**

Rational: The company held the Extraordinary General Shareholders' Meeting No.1/2562 on January 22<sup>nd</sup>, 2019. A copy of the minute is provided in the Enclosure 1.

BOD's Opinion: The minute of the Extraordinary General Shareholders' Meeting No.1/2562 on January 22<sup>nd</sup>, 2019 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 2018 operating results**

Rational: The report of the company operational results for the year 2018 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 2018.

Required Vote: No voting required for this agenda.

**Agenda 3 To consider and approve the company's financial statements for the year ended December 31,2018**

**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, 2018 in the 'Financial Statement' section of 2018 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, 2018 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 2018 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 2018, the financial statement showed Baht 48.99 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 1.10 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 2018, the net profit after allocation to the legal reserve amounted to Baht 47.89 million. The management considered and proposed the meeting of Shareholders to approve the cash dividend payment for the year 2018 performance at the rate of Baht 0.219 per share. The amount of 0.089 baht per share shall be paid from the profits and the amount of 0.130 baht per share shall be paid from the retained earning. At present, the total paid-up share capital is 270,000,000 shares and the total amount of dividend payment is Baht 59.13 million. An individual shareholder is subjected to withholding tax and is not entitled to tax credit.

The dividend payment from 2017 company's performance is at Baht 0.142 per share amounting to Baht 38.34 million, equivalent to 47.59% and 50.14% 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 14, 2019(Record Date). The dividend payment will be made on May 29, 2019.

However, the right to reserve dividend payment is subjected to the approval of 2019 AGM.

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the allocation of the legal reserve amounting to Baht 1.10 million and the dividend payment at the rate of Baht 0.219 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. Four directors to be retired by rotation in this meeting are as follows:-:

- |                           |  |
|---------------------------|--|
| 1. Mr. Akamin Nganthavee  | Director   |
| 2. Mr. Tanapong Bhukaswan | Director   |
| 3. Mr. Sorarat Nganthavee | Director   |
| 4. Mr. Chalio Ponwises    | Member of Audit Committee / Independent Director |

The company invited shareholders to nominate qualified candidates for the director position during January 1, 2018 – February 15, 2018. However, no shareholder nominated any qualified candidate.

The Nomination and Remuneration Committee(excluding directors who are due to retire by rotation in 2019 Annual General Meeting of Shareholders) considered qualification of director and independent director and considered that the four directors, who have completed their tenure, hold qualifications such as experience, knowledge, skills, capability and their performances which will be relevant to the business of the company. Thus, the Board of Directors recommend to re-appoint four directors who were retired by rotation to serve for another term as follow:-

- |                           |  |
|---------------------------|--|
| 1. Mr. Akamin Nganthavee  | Director   |
| 2. Mr. Tanapong Bhukaswan | Director   |
| 3. Mr. Sorarat Nganthavee | Director   |
| 4. Mr. Chalio Ponwises    | Member of Audit Committee / Independent Director |

The four directors have no directorship or management positions in other organizations with conflicts of interests with the company. The board is confident that Mr. Chalio Ponwises who is qualified as independent director is capable of giving comments independently and his qualifications is in accordance with relevant rules and regulations. He has brought about his

extensive experience, knowledge and expertise to make recommendations beneficial in business operation of company.

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 Board of Directors, without conflict of interest member, concurred with the Nomination and Remuneration Committee consider that the qualifications of four candidates are proper and in accordance with relevant laws and the Company's Article of Association. The Board thus recommends the 2019 Annual General Meeting of Shareholders 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 2019**

**Rational** The Nomination and Remuneration Committee determined the directors' remuneration based on the duty, the responsibilities of the Board of Directors together with the company's overall performance and business size .

For 2019, the Nomination and Remuneration Committee 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**

- Attendance fee : 15,000 Baht/person/time
- The total remuneration not exceed Baht 5 Million per year.
- Other remuneration and benefits : None

**Audit Committee**

- Attendance fee : 20,000 Baht/person/time

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the remuneration for the directors for the year 2019 consists of 1) Attendance fee and 2) Total remuneration not exceeding Baht 5 Million , equivalent to the year 2018.

**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 2019**

**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 2019 based on past year performance, the independence and the reasonable remuneration and propose to re-appoint ASV & Associates Limited to be the audit firm of the company, 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 2019:

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

(Has been the company's auditor with signatory to the company's financial statement for 2008 , 2010 and 2016-2018)

(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. The company has no subsidiary

2. To consider and fix the audit fee for the company for the accounting year 2019 in the amount of Baht 1,070,000, an increase of Baht 50,000 or 4.90% from the audit fee of year 2018. Only the audit fee is included in the remuneration of the company's auditor.

The comparison of the audit fee for the year 2019 and 2018 is as follow:

Unit : Baht

	<b>2019</b>	<b>2018</b>
Audit Fee	1,070,000	1,020,000
Non-audit fee	-	-
<b>Total</b>	<b>1,070,000</b>	<b>1,020,000</b>

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 2019 with the remuneration in the amount of Baht 1,070,000.

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 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.Akamin Nganthavee)

Director

Minutes of the Extraordinary General Meeting of Shareholders no. 1/ 2019

Thai Wire Products Public Company Limited

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Date 22<sup>nd</sup> January, 2019 at 10.00 am  
Venue Bussaba Room , 5<sup>th</sup> Floor Asia Airport Hotel  
99/2 Moo 8 Phaholyothin Road, Kukot, Lumlookka, Pathumthani 12130  
Attendee 22 self-attending Shareholders, holding an aggregate number of 32,115,831  
shares 18 Proxies, holding an aggregate number of 93,782,211 shares  
Total number of shareholders were 40 shareholders , holding an aggregate  
number of 125,898, 042 shares which accounted for 46.63%

The directors present at the Meeting comprise 5 directors, namely

- |                                |                                |
|--------------------------------|--------------------------------|
| 1. Mr. Akamin Nganthavee       | Director and Managing Director |
| 2. Mr. Suwat Chitamai          | Director                       |
| 3. Mr. Chatchai Siriwattana    | Director                       |
| 4. Mr. Sorrarat Nganthavee     | Director                       |
| 5. Mr. Phanthum Phanutumchinda | Independent Director           |

The meeting was called to order at 10:00 am

At the opening of the meeting, Mr. Akamin Nganthavee Chairman of the meeting informed that there were Total of 40 shareholders attending the meeting, with the total number of shares registered of 125,898,042 shares, representing 46.6289% of the total registered shares. Therefore, more than 1 in 3 of the total shares of the company 270,000,000 shares. This consists of 22 shareholders attending the meeting in person, representing 32,115,831 shares and 18 shareholders represented by proxy, holding shares all together 93,782,211 shares. This completes a quorum in accordance with the Company's regulations.

Then, the Chairman explained the meeting rules and voting rules to the meeting as follows:

For the Extraordinary General Meeting of Shareholders No. 1/2562, this meeting has 3 agenda, as detailed in the invitation letter presented to the shareholders.

In discussions, whoever wishes to speak at the meeting, need to raise one meeting has 3 agenda ahead. Once the chairman of the meeting has allowed, please state the following:

- Name-surname
- Status as a shareholder / or proxy

And then discuss the content relevant to that agenda, as there are a lot of shareholders attending the meeting. We should respect every shareholderhareholders.hares and 18 shareholders f the t

- In voting at the meeting, every shareholder will have votes equal to the number of shares he holds. By counting one share per one vote

- For shareholders who attend the meeting in person and by proxy according to Proxy Form A and Form B, only one vote is required to agree, disagree or abstain which cannot divide votes in each agenda

- Proxies from shareholders appearing in the registration book as foreign investors and appointing a custodian in Thailand to be the custodian of shares which use the proxy form C. can divide the votes in each agenda.

In voting for each agenda, the chairman of the meeting will ask if any person does not agree or abstain. Those wishing to vote “disagree or abstaining”, should mark Disagree or Abstain in the ballot. And to raise their hands for the staff of the company Collecting ballots for counting. By counting votes in these agenda items, the company will use the method of deducting votes against and abstentions. Out of the total number of votes And the rest will be regarded as votes that agree For those who vote to agree on these agenda items Please keep the ballot first and returned to the company staff after the meeting



Ballots that do not know the wishes of the voters or ballots that have been marked more than one or a ballot that has a strike and no signature is considered a bad card, so if you want to edit the pronunciation. Please tick the original and sign. If you do not follow the rules, your votes will be considered void.

The company has suggested there should be a witness of the neutral shareholder to check the vote in this meeting to be transparent and requesting volunteer representatives from 1 shareholder at the voting table to be a central director and witness the vote counting Is Khun Jaruwat Namwong.

After that, Mr. Akamin Nganthavee, the chairman of the meeting Start the meeting according to the following agenda.

Agenda 1 To certify the minutes of 2018 Annual General Meeting of Shareholders

Meeting operator proposed to the meeting to consider approving the minutes of the 2018 Annual General Meeting of Shareholders held on Tuesday 24 April 2018. The Company submitted the minutes of the 2018 Annual General Meeting of Shareholders to all shareholders together with the letter Meeting invitation With details as per attachment 1.

The meeting proposed the meeting to consider and approve the minutes of the 2018 Annual General Meeting of Shareholders.

Resolutions The meeting considered the details of the minutes. Therefore resolved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2018, held on 24 April 2018 with the following votes.

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Resolutions	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	135,872,662	100.00
Disapproved	0	0
Abstained	0	0
Invalid	0	0

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Agenda 2: To consider and approve the sale of rights to claim loans to related parties with Thai Lao Lignite Company Limited (TLL)

The chairman of the meeting informed that the company has prepared the details of the information on the sale of assets (account 1) with details as shown in Enclosure 2 which was sent to all shareholders together with the invitation letter.

After that, the shareholders were given the opportunity to ask questions and express opinions.

Khun Naporn Sarakij : Would like to know the opinion of the company about such matters and financial status of Thai Lao Lignite Co., Ltd.

Chairman: The board of directors of the company suggested that the Company should take legal action to be final, which is expected to take about 3 years. because if all debts are raised, TWP will not be able to use tax privileges at all.

Khun Naporn Sarakij : How is the liquidity of the Thai Wire Product Co., Ltd.?

Chairman: The company has good business liquidity and sufficient for operation

Khun Naporn Sarakij : Can the tax privilege be used every year?

Chairman: Within 5 years.

Khun Chatchai Mongkolpan : If agreed to sell 40 million debt, what is the company's plans to do? Need to increase liquidity or not?

Chairman: The company has sufficient liquidity but we would like to consult the director again how to appropriately allocate money.

Khun Narumol Punnakittikasem : What is the opinion of the SET?

Chairman: The SET will consider whether the buyer of the debt is related between the two companies, namely TWP and TLL or not, if it is not relevant.

Khun Chatchai Mongkolpan : Can prove that Kevin Associates has enough money for the company?

Chairman: Kevin Associates used to buy TLL's debt a long time ago.

Khun Naporn Sarakij: If the company uses a lawsuit to protract, how much will it cost to prosecute? And Thai Lao Lignite have other assets to add or not?

Chairman: The company is still unable to assess the legal costs of the lawsuit. And as far as we know, TLL does not have any additional assets in addition to the winning amount.

Khun Narumol Punnakittikasem : Financial institution creditors agree or not to accept payment once and must be income-profit and taxable?

Chairman: Financial institutions accept TLL's offer. Personnel must be 40 million in income.

Khun Narumol Punnakittikasem : Is there any personal guarantee by director for company loan to Thai Lao Lignite?

Chairman: There is no personal guarantee for the loan.

Khun Chanchai Roworapong : All creditors have forgiven all debts?

Chairman: Yes, now only TWP and some individual creditors remain.

Khun Somchai Jittama : If sold, will it lose tax privileges?

Chairman: We still can have tax privileges

When no more questions and comments The meeting facilitator therefore asked the meeting to consider and approve the sale of rights to claim loans to related parties with Thai Lao Lignite Company Limited.

Resolution The meeting has considered therefore approved to sell the rights to claim loans to related parties with Thai Lao Lignite Company Limited with the following votes.

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Resolutions	Number of votes (1 shares = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	98,829,732	70.78
Disapproved	684,490	0.49
Abstained	40,111,840	28.73
Invalid	0	0

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Agenda 3 To consider other matters (if any)

Meeting operator Informed the meeting that the meeting had already been completed. Therefore allowing shareholders to express their opinions:

Khun Anu Wongsarakij : How about the business of the company, dividend, and the impact of the baht appreciation. And the effects of trade wars?

Chairman : -The first 2 quarters are bright, but the third quarter, raw material prices and the product selling prices have dropped significantly. And domestic construction slowed down obviously, the company has to export more. With High Price competition for export, causing an impact on profits during the later years.

- The baht has a strong impact. But is good for the company because most of the raw materials are imported from overseas

- The trade war has an indirect effect because the raw material prices of the world are quite volatile.

- The Company has a 50% dividend policy of net profit, If there is no additional investment plan.

When no shareholder has any questions or comments The Chairman thanked all shareholders for attending the meeting.

The meeting was closed at approximately 11.40 am.

Signed



Mr. Akamin Nganthavee  
(Chairman of Meeting)

Signed



Mr. Suwit Apichaidit  
(Recording of Meeting)

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

<b>Name</b>	<b>Mr. Akamin Nganthavee</b>
Position	Director
Type of Director to be nominated	Director
Age	37 years
Nationality	Thai
Number of Company Shares Held	297,500 Shares(0.11%)
Education	- Executive MBA, Thammasat University - Bachelor Degree of Arts in Business Administration, Major in Finance , Seattle University
Training Courses for Directors	None
Experience / Other Positions	<u>Other Listed Company and Public Company Limited</u> 2008 - 2017 Director Southern Concrete Pile Public Company Limited 2007 - 2015 Director Circuit Electronic Industries Public Company Limited <u>Other Juristic</u> 2011 - 2018 Director Apricot Management Co.,Ltd. 2006 - 2018 Director Thai Lao Lignite Co.,Ltd
Meeting Attendance in 2018	8 out of 8 Board of Director Meeting
No of Years on the Board	12 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

<b>Name</b>	<b>Mr. Tanapong Bhukaswan</b>
Position	Director
Type of Director to be nominated	Director
Age	42 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	<u>Other Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 2015 - Present Managing Director Mosh Co.,Ltd. 2010 - Present Managing Director Meanmoremind Co.,Ltd.
Meeting Attendance in 2018	6 out of 8 Board of Director Meeting
No of Years on the Board	12 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	<b>Mr. Sorarat Nganthavee</b>
Position	Director
Type of Director to be nominated	Director
Age	32 years
Nationality	Thai
Number of Company Shares Held	50,500 Shares(0.02%)
Education	- MBA, Thammasat University - Bachelor of Engineering (Computer Engineering) Mahidol University
Training Courses for Directors	None
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> 2011 - 2015 Director Circuit Electronic Industries Public Co.,Ltd <u>Other Juristic</u> 2011 - Present Director Chinteik Brothers Co.,Ltd.
Meeting Attendance in 2016	8 out of 8 Board of Director Meeting
No of Years on the Board	4 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.Sukit Nganthavee
Being professional service provider	No
Having business relation	None

<b>Name</b>	<b>Mr. Chalio Ponwises</b>
Position	Member of Audit Committee Independent Director
Type of Director to be nominated	Member of Audit Committee Independent Director
Age	70 years
Nationality	Thai
Number of Company Shares Held	None
Education	- Barrister of Law Institute of Legal Education of Thai Bar - Bachelor of Law Ramkhamhaeng University
Training Courses for Directors	None
Experience / Other Positions	<u>Other Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> Arbitrator Arbitration Center for Court of Justice
Meeting Attendance in 2018	-
No of Years on the Board	- 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

### 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 Juristic 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

**Enclosure 6**

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

<b>Name</b>	<b>Mr. Suri Buakhom</b>
Position	Chairman Chairman of Audit Committee Independent Director
Age	74 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 99/2 Phahonyothin Rd. Lamlookka Pathumthani 12130
Number of Company Shares Held	None
Family Relationship	None
Education	- MBA, Thammasat University - B.Sc(Economics), Kasetsart University
Experience / Other Positions	Director , Zheng Xin Bank Company Ltd. Director, Quality Houses Public Company Limited
Meeting Attendance in 2018	7 out of 8 Board of Director Meeting 6 out of 6 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 2018)

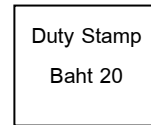
## Profiles of Independent Director who serves as Proxy for Shareholders

<b>Name</b>	<b>Mr. Chalit Satidthong</b>
Position	Member of Audit Committee Independent Director
Age	68 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 99/2 Phahonyothin Rd. Lamlookka Pathumthani 12130
Number of Company Shares Held	None
Family Relationship	None
Education	- Barrister at Law, Institute of Legal Education of Thai Bar - Bachelor of Law , Thammasat University
Experience / Other Positions	- Audit Committee Apex Development Public Company Limited - Chairman Ploenchit Capital Company Limited - Chairman PCL Planner Company Limited
Meeting Attendance in 2018	-
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 2018)

## Profiles of Independent Director who serves as Proxy for Shareholders

<b>Name</b>	<b>Mr. Chalio Ponwises</b>
Position	Member of Audit Committee Independent Director
Age	70 years
Nationality	Thai
Address	Thai Wire Products Public Company Limited 99/2 Phahonyothin Rd. Lamlookka Pathumthani 12130
Number of Company Shares Held	None
Family Relationship	None
Education	- Barrister at Law, Institute of Legal Education of Thai Bar - Bachelor of Law, Ramkhamhaeng University
Experience / Other Positions	Arbitrator Arbitration Center for Court of Justice
Meeting Attendance in 2018	-
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 2018)

**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 2019 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2019 at 10.00 a.m. at Dusita Room 5<sup>th</sup> 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.



**Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the company's 2018 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. Akamin Nganthavee**
- Approve                                     Disapprove                                     Abstain
- (2) Mr. Tanapong Bhukaswan**
- Approve                                     Disapprove                                     Abstain
- (3) Mr. Sorarat Nganthavee**
- Approve                                     Disapprove                                     Abstain
- (4) Mr. Chalio Ponwises**
- Approve                                     Disapprove                                     Abstain

**Agenda 6 To approve the directors' remuneration for the year 2019**

- (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 2019**

- (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 2019 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2019 at 10.00 a.m. at Dusita Room 5<sup>th</sup> 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 2019 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2019 at 10.00 a.m. at Dusita Room 5<sup>th</sup> 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 Extraordinary General Shareholders' Meeting No.1/2562**

- (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 .....Vote       Disapprove ..... Vote       Abstain ..... Vote

**Agenda 2 To acknowledge the company's 2018 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 2018**

- (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 .....Vote       Disapprove ..... Vote       Abstain ..... Vote

**Agenda 4 To consider and approve the allocation of legal reserve and dividend payment for the company's 2018 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 .....Vote       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
    - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote
  - The Election and appointment of individual member(s) of the Board of Director as follows :
    - (1) Mr. Akamin Nganthavee**
      - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote
    - (2) Mr. Tanapong Bhukaswan**
      - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote
    - (3) Mr. Sorarat Nganthavee**
      - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote
    - (4) Mr. Chalio Ponwises**
      - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote

**Agenda 6 To approve the directors' remuneration for the year 2019**

- (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 .....Vote       Disapprove ..... Vote       Abstain ..... Vote

**Agenda 7 To appoint an auditor and approve the auditing's fee for 2019**

- (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 .....Vote       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 2019 Annual General Shareholder's Meeting on 29<sup>th</sup> April, 2019 at 10.00 a.m. at Dusita Room 5<sup>th</sup> 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 .....Vote       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 :
  - Approve .....Vote       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 :
  - Approve .....Vote       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 :
  - Approve .....Vote       Disapprove ..... Vote       Abstain ..... Vote