

**Criteria for Shareholders to propose Agenda and Nomination of Director
for 2019 Annual General Shareholders' Meeting
of Chow Steel Industries Public Company Limited**

1. Objective

According to the Good Corporate Governance Policy regarding the rights and equitable treatment of all shareholders, the Board of Directors of Chow Steel Industries Public Company Limited ("the Company") invites shareholders to propose any matter considered important and truly beneficial to the Company as agenda(s) for the 2019 Annual General Shareholders' Meeting ("the Agenda") and Director Nominee prior to the meeting. The criteria are as follows;

2. The Qualifications of Shareholder

Shareholder who wishes to propose the agenda and/or director nominee must possess qualifications according to the criteria as follows;

- 2.1 Being the shareholder of the Company which can be either one shareholder and/or combined shareholders at the date of proposing agenda or director nominee and on the Record date in order to determine the right of the shareholders to attend the AGM of that year.
- 2.2 Holding minimum shares not less than 5% of the total voting shares.

3. Proposal of the Agenda

3.1 Conditions for Consideration

The proposal that will not be placed on the agenda;

- (1) The proposal that violates applicable laws, announcements, rules and regulations of the government agencies, or actions not in compliance with the objectives and the Company's articles of association, the resolution of shareholders' meeting and the good corporate governance of the Company
- (2) The proposal that is beneficial for specific person or group
- (3) The proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general
- (4) The proposal that the Company has already implemented
- (5) The proposal that is beyond the control of the Company
- (6) The proposal from shareholders who are not fully qualified as specified in Section 2 and whose information provided is incomplete or incorrect, or from shareholders who are unreachable.

4. The Nomination of Director

4.1 Director Qualifications

The Company will consider the director nominee who must possess the following qualifications;

- (1) Being fully qualified and not be prohibited according to
 - The Public Company Act
 - The Securities and Exchange Act

- The Securities and Exchange Commission
 - The Capital Market Supervisory Board
 - The Stock Exchange of Thailand
 - The Company's Articles of Association
 - The Good Corporate Governance Policy of the Company
- (2) Not over 70 years old
- (3) Having the knowledge, skills, and experiences in the fields that are advantageous to their role as a Director, beneficial to the composition of the Board, and complementary to our business strategies. These possible nominees are considered against a skill matrix such as in engineering, legal, accounting and finance, audit, management, capital markets, economic, corporate governance. This skill matrix helps find the right Director whose skills, when combined with the others; will prove beneficial to our operations.
- (4) Dedication time and effort to discharge of duties as per his/her responsibility.

4.2 Independent Director Qualifications

Having the qualification according to the Company's definition of "Independent Director", as posted on our website.

5. Consideration/Procedures

5.1 Proposal of the Agenda:

- (1) The Company Secretary will initially gather/review the proposal as set by the criteria and act according to the Company procedure before proposing to the Company's Board of Directors for consideration.
- (2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.

5.2 Nomination of the Director;

- (1) The Company Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominee and proceed according to the Company procedures before proposing to the Remuneration and Nomination Committee and the Company's Board of Directors for consideration.
- (2) The name of nominee approved by the Board of Director along with the Board opinion will be included in the agenda of the AGM notice, as nominee proposed by shareholders.

The Company's Board of Directors will consider the appropriacy of proposal proposed by shareholders. In this regards, the Board's resolution in final. For the agenda and director nominee disapproved by the Board, the Company shall notify the shareholders in the meeting.

6. Supporting Documents

Shareholders are required to submit supplementary documents with the proposal as follow;

6.1 **The Evidence of Shareholding**, i.e. certificate of shares held issued by Securities Companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

6.2 **The Evidence of Combined Shareholders;**

(1) Natural persons : A certified true copy of valid identification card / passport (in case of non-residents)

(2) Juristic persons : A certificated, true copy of its company registration documents, valid identification card / passport (in case of non-residents) with certified signatures of the authorized signatories.

6.3 **Supporting Documents required for proposal of the Agenda**

(1) **Form for Proposing Agenda in Advance for the Annual General Shareholders' Meeting of the year 2019**

If combined shareholders wish to propose the agenda, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one proposal.

In addition, all combined shareholders must fill out a name of a person who will be their consent, In this regard, any contracts between the Company and the consent means the ones between the Company and all signed combined shareholders.

(2) Certified true copies of other supporting documents beneficial for the Board's consideration (if any)

6.4 **Supporting Documents required for Proposal of Director Nominee**

(1) **Form for Proposing Director Nominee for the Annual General Shareholders' Meeting of the year 2019**

If combined shareholders wish to propose name of nominee for the Company's Board of Directors, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one nominee.

In additional, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contracts between the Company and the consent means the ones between the Company and all signed combined shareholders.

(2) Nominee Profile, signed by the nominee himself/herself

(3) Certified true copy of relevant document such as evidence of education qualifications, working/training experiences, and evidence of shares held.

(4) Certified true copies of other supporting documents beneficial for the Board's consideration (if any)

7. Channels for Submission of Proposal

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board of Directors. Channels for submission of proposal are as follows;

- 7.1 Sending the unofficial proposal through Fax; 020330909 or email address; ir@chowsteel.com
- 7.2 Sending the official proposal together with supporting documents beneficial for the Board consideration must be delivered to the Company within December 28, 2018 to :-

Corporate Secretariat Department
Chow Steel Industries Public Company Limited
2525 FYI Center, Tower 2, 10th Floor, Unit 2/1006-1008
Rama 4 Road, Khlongtoei, Bangkok 10110

- 7.3 For further information required please contact Company Secretary Office Tel: 020330901-8 ext.110 or E-mail; ir@chowsteel.com

8. Deadline for proposal submission from now until December 28, 2018.