



Invitation to the 2021 Annual General Meeting of Shareholders

Chow Steel Industries Public Company Limited

On Thursday, April 29, 2021 at 14.00 hrs.

at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev Quarter  
no. 62 Ratchadapisek Road, Klongtoey, Bangkok 10110

**Registration start at 12.00 hrs.**

For more convenience in registration

Kindly bring the Registration Form with barcode to the meeting

The shareholders attending the meeting must comply with the measure and guidelines for attending the Meeting under the circumstance of COVID-19 outbreak strictly.

**\*\*No Tokens Provided for Shareholders and Proxies Participating the Meeting\*\***



### **Guidelines for attending the Meeting**

With our awareness and deep concern over the COVID-19 pandemic as well as the health and safety of the Meeting attendants, Chow Steel Industries Public Company Limited, therefor, kindly asks shareholders to thoroughly read and strictly comply with the guidelines for attending the Meeting indicated in this invitation.

**1. To reduce the risk of spreading the disease and due to the seat limitation from social distancing, shareholders are requested to;**

- 1.1 Kindly grant a proxy to the Company's Independent Director instead of attending the Meeting in person.
- 1.2 Submit relevant questions prior to the Meeting at [ir@chowsteel.com](mailto:ir@chowsteel.com) or to the facsimile number 02-033-0909.

**2. Should shareholders wish to attend the Meeting in person.**

- 2.1 Cooperate on the Procedures for Attending the 2021 Annual General Meeting of Shareholders.
- 2.2 Prepare and wear a facemask at all time.
- 2.3 Eating are strictly prohibited in the meeting venue.



CHOW.285/2021

5 April 2021

**Subject:** Invitation to 2021 Annual General Shareholders' Meeting

**To:** Shareholders

- Attachment**
1. 2020 Annual Report electronic files via QR Code and Registration Form.
  2. Copy of minutes of the Extraordinary General Meeting of Shareholders No.1/2021 on 27 January 2021.
  3. Information of the directors retiring by rotation and proposed for re-election.
  4. Information of auditors for the fiscal year 2021.
  5. Document and evidence required for meeting attendance and proxy granting.
  6. Proxy Form B. ( Proxy Forms A. or C. can be downloaded from website: [www.chowsteel.com](http://www.chowsteel.com))
  7. Name List and Details of the Independent Directors to be used with Proxy of shareholders.
  8. Articles of Association concerning the Shareholders' Meeting and Vote Casting
  9. 2020 Annual Report Requisition Form in hard copy
  10. Procedures for Attending the 2021 Annual General Meeting of Shareholders
  11. Map of the Meeting location
  12. Precautionary Measures and Guidelines for Holding the Annual General of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19) and Screening Questionnaire COVID-19

Chow Steel Industries Public Company Limited would like to invite all shareholders to attend the 2021 Annual General Meeting of Shareholders on Thursday 29 April 2021 at 14.00 hours, at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev Quarter, 62 Ratchadapisek Road, Klongtoey Bangkok 10110. The Company fixed the Record Date on which shareholder have right to attend the 2021 AGM as 18 March 2021. The meeting agendas are as follows:

**Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 on 27 January 2021.**

**Fact and reason:** The Extraordinary General Meeting of Shareholders no.1/2021 was held on 27 January 2021. The minutes was properly prepared and submitted to the Stock Exchange of



Thailand (SET) within the period specified by law and published on the Company’s website (www.chowsteel.com). A copy of the minutes of the EGM.1/2021 are in Attachment 2.

**The Board of Directors’ Opinion:** The Board of Directors has viewed that the minutes was true and complete in all respect and deemed it appropriate to propose the shareholders’ meeting to certify the minutes of the EGM.1/2021.

**Required Votes:** The agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes.

**Agenda 2 To acknowledge the 2020 Performance Results.**

**Fact and reason:** The 2020 Company’s performance is as details in Attachment 1.

**The Board of Directors’ Opinion:** The meeting should acknowledge the 2020 performance statements and other matters as illustrated in the 2020 Annual Report of the Company.

**Required Votes:** Voting is not required in this agenda since this agenda is for acknowledgement only.

**Agenda 3 To approve the financial statements for the year ended December 31, 2020.**

**Fact and reason:** The Company’s financial statements for the year ended December 31, 2020 were audited by the Auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. The details of the financial statements are in Attachment 1 and are summarized comparing with last year as follows:

| Items                        | Consolidate Financial Statement (Million THB) |        |        | Separate Financial Statement (Million THB) |        |        |
|------------------------------|---|--------|--------|--|--------|--------|
|                              | 2020  | 2019   | 2018   | 2020                                       | 2019   | 2018   |
| Total Assets                 | 10,190  | 10,281 | 13,204 | 2,137                                      | 2,382  | 3,927  |
| Total Liabilities            | 9,269   | 9,133  | 11,756 | 1,521                                      | 1,636  | 2,935  |
| Total Equity                 | 921   | 1,148  | 1,449  | 615  | 746    | 992    |
| Total revenues               | 553   | 862    | 4,310  | 469  | 591    | 3,151  |
| Profit (loss) of the Company | (270)   | (198)  | (122)  | (121)                                      | (247)  | (212)  |
| Profit (loss) per share      | (0.33)  | (0.26) | (0.15) | (0.15)                                     | (0.31) | (0.27) |

**The Board of Directors’ Opinion:** The Meeting should approve the financial statements for the year ended December 31, 2020 which have been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors has also endorsed the financial statements.

**Required Votes:** The agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes.

**Agenda 4 To approve the suspension of allotment of profit as legal reserve and no dividend payment for 2020 year.**

**Fact and reason:** Article 48 of Article of Association of the Company stipulates that the Company shall appropriate an amount of not less than five percent (5) of its annual net profits after the deduction of the accumulated loss brought forward (if any) until such reserve fund reaches the amount of not less than ten percent (10) of the registered capital. The Company has a policy to pay dividend at not less than 40% of net profit after corporate income tax according to the Company's separate financial statements and after statutory reserve as well as other reserves as determined by the Company. However, the actual dividend payment may differ from such dividend policy, subject to the Company's operational performance, financial position, investment plan, necessity and other rationales in the future as deemed appropriate by the Board of Directors and/or the shareholders.

Since the Company's separate financial statement for the year 2020 audited by the auditor, it stated that the Company had no operating profit and still had an accumulated loss at the end of accounting period. The dividend payment record is per the table below:

| Operational performance       | Separate Net Profit<br>(Million THB) | Dividend<br>per share (THB) | Payment Date    |
|-------------------------------|--------------------------------------|-----------------------------|-----------------|
| 1 January – 31 December 2011  | 193.00                               | 0.10                        | 3 May 2012      |
| 1 January – 30 September 2013 | 103.11                               | 0.10                        | 4 December 2013 |

**The Board of Directors' Opinion:** The meeting should approve the suspension of allotment of profit as legal reserve and no dividend payment for the company's operating results from 1 January to December 31, 2020, since the Company has a loss for 2020 in the amount of THB 121 Million.

**Required Votes:** The agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes.

**Agenda 5 To approve the election of directors to replace those who retire by rotation**

**Fact and reason:** Pursuant to the Public Limited Company Act Article 21 of Articles of Association of the Company, at every annual general meeting, one-third (1/3) of the directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. The retiring director is eligible for re-election. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the director who has been in the office for the longest term shall firstly be retired.

In 2021, 3 directors retiring by rotation shall be considered based on the longest terms of office in directorship. The following 3 directors who have to retire from office are:

- |   |                       |   |
|---|-----------------------|---|
| 1 | Mr.Anavin Jiratomsiri | Director<br>Risk Management Committee<br>Nomination and Remuneration Committee<br>Corporate Governance Committee<br>and The Chairman of the Executive Committee |
| 2 | Mrs.Sharuta Chin      | Director and Executive Committee  |
| 3 | Ms.Koo Man Wai        | Director and Executive Committee  |

**The Board of Directors' Opinion:** The proposed persons have been considered appropriate by the Board of Directors. As for the appointment of directors, the Board of Directors deemed that the proposed persons shall be able to give their opinion independently according to related regulations. The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's opinion to propose the shareholders' meeting to approve the re-election of the 3 directors to directorship for another term as in view of the Board, these 3 directors possess the qualifications, knowledge, ability and experiences which are appropriate for the Company's operation. The Company invited all shareholders to nominate qualified persons to be elected as the directors through the Stock Exchange of Thailand Channel and the Company's website during 17 November – 30 December 2020. However, no proposed for qualified nominees were submitted to the Company. Information of the directors retiring by rotation and proposed for re-election are in Attachment 3.

**Required Votes:** The agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes. A shareholder shall have a number of votes equal to the number of shares held to elect one (1) director and a shareholder may exercise his or her whole votes to elect one candidate or more as director(s) but his or her votes may not be distributed howsoever to elect the candidate (s). The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled.

**Agenda 6 To approve the directors' remuneration for the year 2021.**

**Fact and reason:** The remuneration for directors should be appropriate to the duties and responsibilities of directors. It should also be reviewed annually. Directors' remuneration should be commensurate with the duties and responsibilities of the directors and should be reviewed annually. The remuneration rates should be set at appropriate levels, comparable to the relevant market and industry, and be adequate to attract and retain qualified and quality directors. In 2021, the Nomination and Remuneration Committee carefully reviewed the

remuneration of directors and proposed to the Board of Directors for consideration, deemed it appropriate to remain the remuneration package of the director's remuneration at the same rate according to the resolution of the Annual General Shareholders for the year 2020 as below.

1. Remuneration per month and Meeting allowance

| Position  | Meeting Allowance (baht/time) | Remuneration per month (baht/month) |
|---|-------------------------------|-------------------------------------|
| Chairman of the Board                             | 30,000                        | 20,000                              |
| Non-Executive Director                            | 20,000                        | 15,000                              |
| Chairman of Audit Committee                       | 15,000                        | -                                   |
| Audit Committee                                   | 10,000                        | -                                   |
| Chairman of Nomination and Remuneration Committee | 15,000                        | -                                   |
| Nomination and Remuneration Committee             | 10,000                        | -                                   |
| Chairman of Risk Management Committee             | 15,000                        | -                                   |
| Risk Management Committee                         | 10,000                        | -                                   |
| Chairman of Corporate Governance Committee        | 15,000                        | -                                   |
| Corporate Governance Committee                    | 10,000                        | -                                   |

2. Other Benefits

- Directors and Officers Liability Insurance Limit of Liability of 100,000,000 Baht and, Accident and Travel Insurance Limit of Liability of 2,000,000 Baht. The Total of such premium rate shall not exceed 400,000 Baht.

3. Bonus, Business Insurance, Extra Compensation and Other Expenses. The Board of Directors will be responsible for this. Once added up, the total of such remuneration for directors shall not exceed 5,000,000 Baht

In the year 2020, the total remuneration for the board of directors and sub-committees. The details of the remuneration for each director are presented in the 2020 Annual Report electronic files via QR Code.

**The Board of Directors' Opinion:** The meeting should approve the remuneration package of the directors for the year 2021 for all items at the same rate according to the resolution of the Annual General Shareholders for the year 2020. The Nomination and Remuneration Committee has duly reviewed this proposal, which has been subsequently endorsed by the Board of Directors.

**Required Votes:** The agenda must be approved with Not at least two-thirds (2/3) of the total number of votes of the shareholders present at the meeting.

**Agenda 7 To appoint the auditor and the auditor’s fees for year 2021.**

**Fact and reason:** To comply with Section 120 of the Public Limited Company Act B.E. 2535 and Article 43. of Articles of Association of the Company which requires that each year, the annual general meeting of shareholders appoint an auditor and fix the remuneration thereof the by the opinion of the Audit Committee, the Board of Directors has considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the appointment of the following auditors from EY Office Limited be the auditor of the Company for the year 2021.

| Name of Auditor               | CPA (Thailand)<br>Register No. | Auditing during<br>the past 5 years | Period approved<br>by SEC |
|-------------------------------|--------------------------------|-------------------------------------|---------------------------|
| 1. Mr. Supachai Phanyawattano | 3930                           | 2 years (2019-2020)                 | 2017 - 2022               |
| 2. Mr. Nattawut Santipet      | 5730                           | None                                | 2017 - 2022               |
| 3. Ms. Krongkaew Limkittikul  | 5874                           | None                                | 2020 - 2025               |

Whereby one of proposed auditors may be appointed to perform the audit and express opinion with regard the Company’s financial statements. Auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations. They have independence in performing their tasks. The auditors whose names proposed above have neither the relationship nor any interest with the Company/subsidiaries/executives/major shareholders or related persons of these people. Besides, auditors of the subsidiaries from EY Office limited the same company with the auditors of the Company.

The auditor’s fees for year 2021 shall be in the amount of 2,000,000 baht as the following details.

| Details  | 2021<br>(proposed year) | 2020                  | Increased   |
|--|-------------------------|-----------------------|-------------|
|  |                         |                       | (Decreased) |
| 1. Audit of the statutory financial statement                                  | 1,200,000 Baht          | 1,200,000 Baht        | -           |
| 2. Review of interim financial statements<br>(3 quarters at Baht 160,000 each) | 480,000 Baht            | 480,000 Baht          | -           |
| 3. Non-Audit Fee   | -                       | -                     | -           |
| <b>Total</b>   | <b>1,680,000 Baht</b>   | <b>1,680,000 Baht</b> | <b>-</b>    |

**The Board of Directors’ Opinion:** The Meeting should approve the appointment of Mr. Supachai Phanyawattano Certified Public Accounting Registration No.3930 or Mr. Nattawut Santipet Certified Public Accounting Registration No.5730 or Ms. Krongkaew Limkittikul Certified Public Accounting Registration No.5874, auditor form EY Office limited, to serve as the auditor of the Company for the year 2021 with an audit fee shall be in the amount of 2,000,000 baht as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.



**Required Votes:** The agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes.

**Agenda 8 To approve the amendment of Articles of Association**

**Fact and reason:** To allow the Board of Directors Meeting, the Shareholders meeting, and other meetings as required by laws to be organized and held through electronic media when necessary, the Company is considered appropriate to propose Article 54., Chapter 9 Addendum concerning meeting through electronic media is to be inserted as follows:

| Existing Provision           | Proposed Amendment  |
|------------------------------|---|
| <p>Article 54.<br/>-Nil-</p> | <p>Article 54.<br/><u>The Board of Directors meeting, Shareholders meeting, and other meetings as required by laws may be organized and held through electronic media. In such event, the invitation notice and other supporting documents must be sent, and copy of which must be retained, in accordance with the requirements of laws and related regulations then in effect at the time of the meeting. The Board of Directors meeting or Shareholders meeting organized and held through electronic media shall be the same legal effect as if any such meetings was organized and held at one place of the meeting as specified by laws and elsewhere in these Articles of Association.</u></p> |

**The Board of Directors’ Opinion:** The meeting should approve the insertion of Article 54, Chapter 9 Addendum concerning meeting through electronic media which have been approve by the Board of Directors, and assign any person as nominated by the authorized directors of the Company to proceed with the registration for amendment of the Company’s Articles of Association, including revising and/or inserting necessary wording or details as instructed by the registrar, to the extent that any such revision or insertion does not impact the essence of the Amendment of Articles of Association as proposed.

**Required Votes:** The agenda must be approved with votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

**Agenda 9 Other matters (if any)**

The Company had given shareholders an opportunity to propose the agenda items for the 2021 AGM through the Company's website ([www.chowsteel.com](http://www.chowsteel.com)) and the Stock Exchange of Thailand Channel and the Company's website during 17 November – 30 December 2020; however there was neither proposal of agenda item. In addition, the Company will invite a legal consultancy firm to monitor the meeting and ensure that the meeting will be conducted with transparency and in accordance with laws, the Company Articles of Association and good corporate governance principles, thereby following the criteria of arranging a shareholders' meeting prescribed by the Office of the Securities and Exchange Commission.

The Company concerned over shareholder's health and safety and would like to request that Shareholders strictly follow the measures and guidelines for attending the meeting under the situation of the spread of COVID-19 in Attachment 12. The Company kindly requests Shareholders' cooperation to giving a proxy to the Company's Independent Director whose list and details are in Attachment 7 to attend the meeting on behalf of Shareholders. Shareholders may submit the proxy form together with required document and evidence stated in Attachment 5 and 6 to the Company by 23 April 2021. Shareholder may submit your question in advance to [ir@chowsteel.com](mailto:ir@chowsteel.com) or to the facsimile number 02-033-0909

For shareholders who wish to join the meeting in person, kindly show your identification card upon your attendance. The registration counters will be opened from 12.00 hours onwards. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Attachment 6. and enclose documents or evidences of the shareholder or proxy holder entitled to attend the shareholders' meeting, then submit them to the meeting prior to the convening of the meeting. The company recommends that Shareholders use Proxy Form B. any shareholders who would like to use Proxy Form A. or Proxy Form C. can be downloaded from website: [www.chowsteel.com](http://www.chowsteel.com), Investor Relation section, Shareholder Information sub-category. The Company will arrange the meeting with appropriate social distancing as indicated by the related laws. This will limit number of available seats in the meeting. The company preparing 2020 Annual Report in QR Code format. However, if shareholders would like to have the hard copies, they may request them using Requisition Form in Attachment 9. The Company will send the report to you in due course.

Yours sincerely,



( Dr.Pruchya Piumsomboon )

Chairman of the Board of Directors



( Mr.Anavin Jiratomsiri )

Chairman of the Executive Committee

**For more information**, please contact Company Secretary Office:

1. Ms.Sirirat Khongpeng Tel. 02-033-0901-8 ext. 110
2. Ms.Punnita Sriprasert Tel. 02-033-0901-8 ext. 109

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

of

Chow Steel Industries Public Company Limited

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**Time and venue**

Chow Steel Industries Public Company Limited (“Company”) held the Extraordinary General Meeting of Shareholders No. 1/2021 on Wednesday, January 27, 2021 by electronic means with live broadcast at 14.00 hrs at the Company’s Conference Room, 10th Floor, FYI Center Tower 2, No. 2525 Rama 4 Road, Khlongtoei, Khlongtoei, Bangkok 10110.

**Directors present at the meeting** Ten directors (representing 100% of the total 10 directors):

1. Dr. Pruchya Piumsomboon Independent Director, and Chairman of the Board of Directors
2. Assoc. Prof. Dr. Narong Yoothanom Independent Director, Vice Chairman of the Board of Directors, Audit Committee Member, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance Committee, and Proxy of Shareholders
3. Assoc. Prof. Kalayaporn Pan-ma-rerng Independent Director, Chairperson of Audit Committee, Chairperson of Risk Management Committee, Nomination and Remuneration Committee Member, and Proxy of Shareholders  
(Attending the e-meeting via MS Teams)
4. Mr. Kanawath Aran Independent Director, Audit Committee Member, Risk Management Committee Member, and Corporate Governance Committee Member
5. Mr. Noppadon Jason Chirasanti Independent Director, and Audit Committee Member
6. Mr. Sanguankiat Lewmanomont Director, and Nomination and Remuneration Committee Member
7. Mr. Mark D. Remijan Independent Director, and Corporate Governance Committee Member

8. Mr. Anavin Jiratomsiri Director, Chairman of Executive Committee,  
Nomination and Remuneration Committee Member,  
Risk Management Committee Member,  
and Corporate Governance Committee Member
9. Ms. Koo Man Wai Director, Executive Director,  
and Chief Executive Officer
10. Mrs. Sharhuta Chin Director, Executive Director,  
(Attending the e-meeting via MS Teams) and Deputy Managing Director – Operations

**Top executives attending the meeting**

1. Mr. Suppachai Yimsuwan Executive Director, Deputy Managing Director - Finance,  
and Vice President – Finance and Administration
2. Mr. Paramat Chulvanij Chief Financial Officer  
Premier Solution Company Limited
3. Mr. Cristobal Chin Chief Executive Officer  
(Attending the e-meeting via MS Teams) Premier Solution Company Limited

**Representatives from Independent Financial Advisor – Avantgarde Capital Company Limited**

1. Mrs. Kotchakorn Ampornklinkaew Assistant Director
2. Mr. Natchanon Sakdapisit Manager
3. Miss Slalai Kongchumnian Analyst

**Representatives from Financial Advisor – Capital Nomura Securities Public Company Limited**

1. Mr. Somchai Thongchai Managing Director – International Investment Banking Division
2. Miss Sarinya Auepoonviriya Associate – International Investment Banking Division

**Representative from Legal Advisor – Lew Manomont International Law Office Company Limited**

1. Mr. Thalad Sombatboon Representative from Legal Advisor

**The meeting was called to order:** 14.00 hrs.

Dr. Pruchya Piumsomboon, Chairman of the Board of Directors, performed as Chairman of the meeting (Chairman) welcome the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2021 (EGM No. 1/2021). Due to the prevailing Coronavirus 2019 (Covid-19) pandemic, the Company was aware of and concerned about the health and safety of the shareholders and all the parties concerned in holding the meeting. Therefore, it changed the form of the EGM No.1/2021 to meeting by electronic means (e-meeting) pursuant to the Notification of Ministry of Digital Economy and Society regarding Security Standards of Meetings via Electronic Means, B.E. 2563 (2020) with live broadcast from the Company's Conference Room. Details were as informed in the invitation notice sent to all the shareholders, disseminated the Stock Exchange of Thailand (SET)'s system, and posted on the Company's website.

The Chairman informed to the meeting that the Company had a total of 800,000,000 fully paid ordinary shares each of THB 1 par value. The shareholders attending this meeting in person totaled 4, holding aggregately 41,501,400 shares and representing 5.1877% of the total shares sold of the Company, and the shareholders attending by proxy totaled 33, holding aggregately 669,389,300 shares, representing 83.6737% of the total shares sold of the Company. The total number of shareholders attending in person and by proxy was thus 37, holding altogether 710,890,700 shares, representing 88.8616% of the total shares sold of the Company. This exceeded one-third (1/3) of the total shares sold of the Company and thus constituted a quorum according to Article 39 of the Company's Articles of Association. The Chairman accordingly declared the EGM No. 1/2021 open to proceeded with the businesses on the agenda as stated in the invitation notice sent to the shareholders.

Before proceeding with the meeting agenda, the Chairman asked the MC to give explanation on the methods of vote casting, vote counting and announcement of the voting result as follows:

1. In organizing the e-meeting, the Company engaged an independent provider of e-meeting control system service certified by the Electronic Transactions Development Agency (ETDA). The service provider had sent in advance the username and password together with the manual for use of the e-meeting system to each of the shareholders and proxies who had duly sent the registration forms to the Company.
2. The shareholders and proxies attending the e-meeting may access meeting documents via the document download menu.

3. For voting on each agenda item, the shareholders may choose to “agree” or “disagree” or “abstain” from the voting menu in the system. Approximately forty (40) seconds timeframe is given for each voting.
4. If no voting decision is made by the shareholders or proxies, it shall be deemed that the shareholders or proxies vote “agree” on such agenda item.
5. Before voting on each agenda item, the MC will inform the shareholders in advance of the votes required for the resolution of each of the agenda items.
6. The Chairman or the person assigned by the Chairman will propose businesses for the shareholders to consider and vote. One (1) share is entitled to one (1) vote. Each shareholder shall have vote counts equal to number of shares held.
7. The shareholders or proxies attending the e-meeting after resolutions have been given on some agenda items shall have the right to vote only on the agenda items not yet considered and resolved.
8. The votes duly cast in advance by the shareholders who appoint the Company’s independent directors or other persons as proxies according to the proxy forms shall be recorded as duly specified in advance by the shareholders.
9. In counting of votes on each agenda item, the “disagree” and “abstain” votes will be calculated and deducted from the total votes of the shareholders attending the meeting in person and by proxy on such agenda item. After completion of the voting on each agenda item via the system, the result will be announced to the shareholders accordingly.

Agenda items shall be proceeded in an order as shown in the invitation letter sent to the shareholders. The shareholders were asked to send their questions or suggestions to the Company in advance but no questions or suggestions were sent to the Company. To raise questions during the e-meeting, the shareholders may choose the question menu and type the questions for the chat room before sending to the Company.

The MC informed the meeting that Mr. Thalad Sombatboon, representative of Lew Manomont International Law Office Company Limited, Legal Advisor, would perform as witness in the examination of the vote counting to ensure transparency and compliance with the law and the Articles of Association of the Company.

The Chairman then proceeded with the businesses on the agenda as follows:

**Agenda item 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2020**

The Company sent copies of the minutes of the annual general meeting of shareholders (AGM) 2020 held on April 29, 2020 to the shareholders in advance together with the invitation letter to the EGM No. 1/2021. The minutes were submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce by the deadline specified by law as well as had the minutes posted on the Company website. The Board of Directors considered the minutes accurately and completely recorded.

The shareholders and proxies were accordingly invited to raise questions and express opinions on the relevant points. No questions and comments were raised. The Chairman then requested the meeting to vote. The affirmative resolution of this agenda item required the majority votes of the shareholders attending and voting at the meeting.

**Resolution:** Upon consideration, the meeting resolved by unanimous votes of the shareholders attending and voting at the meeting to adopt the minutes of the AGM 2020 held on April 29, 2020 as below:

|             |                   |              |         |
|-------------|-------------------|--------------|---------|
| Approved    | 710,890,701 votes | representing | 100.00% |
| Disapproved | 0 vote            | representing | 0.00%   |
| Abstained   | 0 vote            |              |         |

During the proceeding of this agenda item, there was one additional shareholder attending the meeting, making up a total of 710,890,701 votes of the attending shareholders and proxies.

**Agenda item 2 To consider and approve the disposition of nine solar power plants in Japan with total installed capacity of 64.21 MW which is considered the disposition of assets**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present salient points to the shareholders.

Mr. Anavin Jiratomsiri, Chairman of Executive Committee, stated that the Board of Directors approved for the Company to propose to the Extraordinary General Shareholders' Meeting No. 1/2021 (EGM No. 1/2021) to approve for Premier Solution Japan KK (PSJP) and RIC International Investment Pte. Ltd. (RICI) (collectively, the "Sellers"), indirect subsidiaries of the Company with 87.36% ownership interest held through Chow Energy Public Company Limited (CEPL), to dispose of 6 subsidiaries registered in Japan which own 9 solar power projects in

Japan with a total installed capacity of 64.21 MW (collectively, the “Transaction” and separately, “Transaction A” and “Transaction B”). Total consideration of the Transaction will be no less than JPY 14,000.0 million or equivalent to THB 4,114 million (with reference to the average selling rate of THB 29.3906 per JPY 100 as of December 16, 2020 as announced by the Bank of Thailand), which may be subject to further adjustments as agreed by the Sellers and the Buyers and may include adjustments with liabilities, quasi-debt items, cash, quasi-cash items and capital increase of each project. Such consideration implies a total enterprise value of the assets at approximately JPY 33,000 million or equivalent to THB 9,699 million.

The assets to be disposed in relation to the Transaction comprise of (1) all equity interests in the 6 Japan subsidiaries (GKs), (2) all TK interests in the 9 projects (TK Interests), and (3) plots of land under ownership of PSJP (collectively, the “Disposed Assets”), which will be disposed in two groups, i.e. Assets A and Assets B. The details are as shown in clause 3 and clause 4 of the Information Memorandum duly sent to the shareholders together with the invitation letter.

The entering into the Transaction is regarded as consistent with CEPL’s vision and policy to invest in development of renewable power plant projects from pre-construction phase until the projects are operational commercially. In this regard, the Company has received multiple interests from renewable energy players in the market and envisaged the opportunity to conduct sale process of the projects in order to reinvest the sale proceeds in further developing new projects in prime locations including Japan, Thailand and Australia.

The Transaction is deemed as a disposal of assets of a listed company pursuant to Section 89/29 of the Securities and Exchange Act, Notification of the Capital Market Supervisory Board No. ThorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and Notification of the Board of the Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004) (collectively, the “Acquisition and Disposition Notifications”). The highest transaction value is 151.3%, calculated by applying net tangible assets basis based on the financial statements for the period ending September 30, 2020. The Company has no other asset dispositions during the six months preceding this Transaction. As such, the Transaction is classified as Class 1 Asset Disposition Transaction, requiring a disclosure of an information memorandum on the Transaction to the Stock Exchange of Thailand, an Independent Financial Advisor’s Opinion Report on the Disposition of Assets, Chow Steel Industry Public Company Limited shareholders’ meeting to approve the



Transaction, and appointment of an Independent Financial Advisor to provide opinions on entering into the Transaction.

As to the details of the Transaction mentioned above, the Buyers do not have any relationship or involvement with the management, directors, major shareholders and controlling persons of the Company and its subsidiaries. Therefore, the Transaction does not fall within the purview of a related party transaction under the Notification of the Capital Market Supervisory Board no. ThorChor. 21/2551 Re: Rules for Entering into Related Party Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Information Disclosure and Actions Required of Listed Companies in Relation to a Related Party Transaction, B.E. 2546 (2003) (as amended) (collectively, the “Related Party Transaction Notifications”).

The Company has obligations to proceed with the procedures set out in the Acquisition and Disposition Notifications as follows:

- (1) Prepare and promptly disclose an information memorandum and other information relating to the Transaction containing at least information required under Schedule I of the Acquisition and Disposition Notifications to the Stock Exchange of Thailand (the SET);
- (2) Arrange for Independent Financial Advisor (IFA) to give opinion as required by the Acquisition and Disposition Notifications and send the IFA's opinion report to the shareholders together with the invitation letter for their consideration;
- (3) Hold a meeting of shareholders to consider and approve the entering into the Transaction by sending the invitation letter to the shareholders' meeting to the shareholders at least 14 days before the shareholders' meeting date and the Transaction must be approved with a minimum of three-fourths of the total votes cast by the shareholders present and eligible to vote, excluding the shareholders having conflict of interest in the Transaction whose voting rights will be disregarded.

It was therefore deemed expedient to request the meeting's resolutions as follows:

- (1) Approve disposition of nine solar power plants in Japan with total installed capacity of 64.21 MW which is considered the disposition of assets, and
- (2) Approve authorization of the authorized directors and/or any person designated by the authorized directors and/or the Chairman of Executive Committee to:
  - (a) enter into negotiations to determine terms and conditions of the sale and purchase agreements and/or other documents in connection with the Transaction

- (b) determine and/or amend details of the agreements or documents in relation to the Transaction
- (c) execute the sale and purchase agreements and/or other documents in connection with the Transaction
- (d) execute the agreements and application for permission as well as execute and/or certify relevant and necessary documents and evidences in connection with the Transaction, including but not limited to:
  - (1) to contact, clarify, and submit application for permission, documents and evidences to government authorities and/or other regulated authorities related to the transaction;
  - (2) to amend and execute the power purchase agreement with the Utility company in connection to the transaction; and
- (e) to take any necessary and relevant actions in relation to the transaction in order to for the complete the transaction.

To comply with the provisions of the law, the Company appointed Avantgarde Capital Company Limited, a financial advisor in the list approved by the Securities and Exchange Commission (Office of the SEC), to be its Independent Financial Advisor to give opinions on the disposition of nine solar power plants in Japan with total installed capacity of 64.21 MW so that the shareholders would receive reliable, complete and adequate information for decision making. Therefore, an IFA representative was requested to brief the meeting on the opinions on the Transaction.

Khun Kotchakorn Ampornklinkaew – Assistant Director, Avantgarde Capital Company Limited, as the IFA, briefed the meeting on the IFA's opinions on the Transaction as below:

#### **Reasonableness of the Transaction**

In entering into the Transaction, the Company will receive proceeds in the amount not less than JPY 14,000 million. The proceeds will be used to settle the Company's debt burden and decrease the debt-to-equity ratio in the Company's consolidated financial statements from 10 times to 0.4 times as well as to partially support its business plan under which the proceeds from the Transaction will be invested in the development and construction of new solar power plant projects in Australia and elsewhere.

Moreover, the Transaction price of no less than JPY 14,000 million or equal to THB 4,114.7 million is considered appropriate, being higher than the fair value from the valuation by the

IFA of approximately JPY 8,112.8 – 10,151.1 million or equal to between THB 2,384.4 – 2,983.5 million.

#### **Advantages of the Transaction**

1. The IFA views that the Transaction is entered at an appropriate price. As per the valuation of Assets A and Assets B by using the Discounted Cash Flow approach, the fair value of Assets A and Assets B falls between JPY 8,112.8 – 10,151.1 million or equal to between THB 2,384.4 – 2,983.5 million, which is lower than the Transaction price of no less than JPY 14,000 million or equal to THB 4,114.7 million.
2. The Company can use the proceeds from the Transaction as the capital to develop new solar power plant projects in Australia and elsewhere.
3. The Company can use the proceeds from the Transaction to repay debt of the Company or its subsidiaries to lessen its debt-to-equity ratio from 10 times to 0.4 times.

#### **Disadvantages of the Transaction**

1. The Company may lose revenue from the operations of the group of companies of Assets A and Assets B as the solar power generation and distribution has potential to create long term profitability. However, as the proceeds from the Transaction will be used for investment in new power plant projects in various countries, it will generate higher returns to the Company.
2. There will be obligations arising from entering into the Transaction. Since the Transaction value is equal to 151.3%, calculated by applying net tangible assets basis, the Company is duty-bound to disclose an information memorandum on the Transaction to the Stock Exchange of Thailand (“SET”), shareholders’ meeting to approve the Transaction, hold a shareholders’ meeting to approve the Transaction, and appoint an independent financial advisor to provide opinions on entering into the Transaction. This would cause expenses on the Company in relation to the additional obligations. However, such additional expenses are not considered significant compared to the benefit the Company will gain from entering into the Transaction.

#### **Risks from entering into the Transaction**

1. Risk factors before entering into the Transaction
  - Risk of not getting approval from the shareholders’ meeting  
The Transaction is classified as Class 1 Asset Disposition Transaction, requiring disclosure of an information memorandum on the Transaction to SET and holding of a shareholders’ meeting to approve the Transaction. The affirmative resolution is subject

to at least three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

- Risk of delay or inability to complete the Transaction

Since there are conditions precedent in entering into the Transaction, the Transaction could not be completed unless the conditions precedent are fulfilled.

## 2. Risk factors after entering into the Transaction

- Risk of change in exchange rate

Since the proceeds from the Transaction is in Japanese Yen while the Company might have to repay its financial obligations in other currencies,

- Risk of the performance of the new projects not turning out as expected

The investment to be made after the Transaction will be in new solar power plants in Australia and other countries, which may have a risk as future performance may not be as expected. However, since the Company has expertise and experience in investment and development of power plant projects, the risk of the project performance may not be as expected.

- Risk of the increase in interest rate

Since investing in new projects may require project finance, there may be a risk of rising loan interest rate. However, the Company has a policy to manage interest rate swap stipulated in loan agreements with financial institutions, hence risk elimination

Mr. Natchanon Sakdapisit – Manager, Avantgarde Capital Company Limited, as the IFA, presented additional information as follows:

### **Appropriateness of Transaction price**

The IFA has performed the fair valuation of Assets A and Assets B based on 5 approaches as follows:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Comparable Approach consisting of three approaches:
  - Price to Book Value (P/BV) Approach
  - Price to Earning (P/E) Approach
  - Enterprise Value to Earnings Before Interest, Tax, Depreciation and Amortization (EV/EBITDA) Approach
4. Transaction Comparable Approach
5. Discounted Cash Flow Approach

In assessing the fair value of the Company's assets, the IFA has estimated the value through various approaches and has concluded that the Discounted Cash Flow (DCF) valuation is the most appropriate approach. The approach reflects the Company's business plans and the future return on equity for shareholders. The fair value of Assets A and Assets B being disposed of is in the range of JPY 8,112.8 – 10,151.1 million or THB 2,384.4 – 2,983.5 million.

In comparison, the value of no less than JPY 14,000 million of the Transaction or equivalent to THB 4,114.7 million is higher than the fair value of Assets A and Assets B assessed by the IFA. Therefore, the Transaction price is considered reasonable.

As regards the appropriateness of the Transaction, the IFA has assessed the benefit and the appropriateness of the Transaction. As presented by Khun Kotchakorn, the Transaction price is reasonable. The Transaction will allow the Company to use the proceeds from the disposed assets to develop and invest in other projects for the Company's business growth and to repay debt as well as reduce financial burden so that interest expense will be lessened. It will also strengthen the Company's capital structure and may help build long-term business partnership with the Buyers.

As for the reasonableness of the Transaction price, the IFA has reported that by the DCF approach, the fair value of Assets A and Assets B is in the range of JPY 8,112.8 – 10,151.1 million. By comparison, the Transaction price of JPY 14,000 million is higher than the fair value assessed by the IFA and is considered appropriate. For the above reasons, the IFA views that the Transaction is reasonable and will benefit the shareholders. Therefore, the shareholders should approve entering into the Transaction.

The Chairman invited the shareholders and proxies to raise questions and comments on the relevant points. No questions and comments were raised. The Chairman then requested the meeting to vote on this agenda item. The affirmative resolution would require votes of at least three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the shareholders with conflict of interest. There were no shareholders with conflict of interest for this agenda item.

**Resolution:** Upon consideration, the meeting resolved by the votes of no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote to approve disposition of nine solar power plants in Japan with total installed capacity of 64.21 MW which is considered the disposition of assets, and approve authorization of the authorized directors and/or any person designated by the authorized directors and/or the

Chairman of Executive Committee to undertake and complete the Transaction with details as presented in all respects. The voting result was as below:

|             |                   |              |         |
|-------------|-------------------|--------------|---------|
| Approved    | 710,890,701 votes | representing | 100.00% |
| Disapproved | 0 vote            | representing | 0.00%   |
| Abstained   | 0 vote            | representing | 0.00%   |

**Agenda item 3 To consider other matters**

The Chairman informed the meeting that all the agenda items had been considered in the order as stated in the invitation letter. No other matters were raised by the shareholders. The Chairman then thanked the shareholders and the proxies for their attendance and announced the adjournment of the EGM No. 1/2021.

As of the meeting adjournment time, the shareholders who attended the meeting in person and by proxy totaled 38, holding aggregately 710,890,701 shares, representing 88.8613% of the total shares sold of the Company.

**Meeting adjournment:** 14.38 hrs.

Meeting minutes taken by:

Ms. Sirirat Khongpeng

Company Secretary

-signed-

Signature.....

(Dr. Pruchya Piumsomboon)

Chairman of the Board of Directors

-signed-

Signature.....

(Mr. Anavin Jiratomsiri)

Chairman of the Executive Committee

**Information of the directors retiring by rotation and proposed for re-election**

**No.1**



**Mr. Anavin Jiratomsiri**

**age 42 years**

|  |   |  |
|--|---|--|
| Type of nominated directorship                         | : | Director   |
| Nationality  | : | Thai   |
| Date of Appointment as a Director                      | : | 3 March 2009   |
| Relationship between Directors                         | : | Ms. Koo Man Wai's Spouse and Mrs. Sharuta Chin's younger brother   |
| Education/Training                                     | : | - Bachelor of Arts (Political Science),<br>Ramkhamhaeng University   |
| Director Training                                      | : | - Director Accreditation Program (DAP) class 28/2004<br>Thai Institute of Director   |
| Holding shares<br>as of 31 December 2020               | : | 408,000,000 shares   |
| 5-year Past Experiences and/or<br>Remarkable Positions | : | - 2014 – 2019 Director, Genki SuShi Bangkok Co., Ltd.<br>- 2012 – 2019 Director, Sen-ryo Nihonmatsu Co., Ltd.<br>- 2012 – 2019 Director, Me Concept Co., Ltd |
| Board Member/Management in<br>Other Company            | : |  |
| a) Listed Companies                                    | : | -None-   |
| b) None-Listed companies                               | : | (3 companies)<br>- Director, Chow Kitting Industrial Co., Ltd.<br>- Director, CTLS Co., Ltd.<br>- Director, The Association of Thai Steel Industries         |

Other activities that may cause a conflict of interests with the Company

: -None-

Forbidden Qualifications

- : 1. Never dishonestly committed an offence against property.  
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Attendance in the year 2020

- : 1. Board of Directors meeting attendance 6/6 times.  
2. Executive Committee meeting attendance 10/10 times.  
3. Risk Management Committee meeting attendance 4/4 times.  
4. Nomination and Remuneration Committee meeting attendance 2/2 times.  
5. Corporate Governance Committee attendance 1/1 time.  
6. Meeting of Shareholders attendance 1/1 time.



Information of the directors retiring by rotation and proposed for re-election

No. 2



**Mrs. Sharuta Chin**

**age 43 years**

- Type of nominated directorship : Director
- Nationality : Thai
- Date of Appointment as a Director : 3 March 2009
- Relationship between Directors : Mr. Anavin Jiratomsiri's elder sister
- Education/Training : - Bachelor of Science in Business Administration  
 Suffolk Sawyer School of Management, Suffolk University, USA
- Director Training : Director Accreditation Program (DAP) Class 78/2009  
 Thai Institute of Directors
- Holding shares : 40,500,000 shares  
 as of 31 December 2020
- 5-year Past Experiences and/or Remarkable Positions : - 2014 – 2017 VP of Sales and Marketing, Chow Steel Industries  
 Public Company Limited
- Board Member/Management in Other Company
  - a) Listed Companies : -None-
  - b) None-Listed companies : -None
- Other activities that may cause a conflict of interests with the Company : -None-
- Forbidden Qualifications : 1. Never dishonestly committed an offence against property

- Attendance in the year 2020
2. Never entered into any transaction which may cause conflict of interest against  
The Company during the year
- :
1. Board of Directors meeting attendance 4/6 times
  2. Executive Committee meeting attendance --/10 times
  3. Meeting of Shareholders attendance --/1 time

Information of the directors retiring by rotation and proposed for re-election

No. 3



**Ms.Koo Man Wai**

**age 47 years**

|   |   |
|---|---|
| Type of nominated directorship  | : Director  |
| Nationality   | : British   |
| Date of Appointment as a Director   | : 3 March 2009  |
| Relationship between Directors  | : Mr.Anavin Jiratomsiri's wife  |
| Education/Training  | : - Book Keeping and Accountant,<br>London Chamber of Commerce and Industry,<br>United Kingdom  |
| Director Training   | : Director Accreditation Program (DAP) class 28/2004<br>Thai Institute of Directors   |
| Holding shares<br>as of 31 December 2020                                    | : 40,500,000 shares   |
| 5-year Past Experiences and/or<br>Remarkable Positions                      | : - 2014 – 2019 Director, Genki SuShi Bangkok Co., Ltd.<br>- 2012 – 2019 Director, Sen-ryo Nihonmatsu Co., Ltd.   |
| Board Member/Management in Other<br>Company                                 |   |
| a) Listed Companies   | : -None-  |
| b) None-Listed companies  | : -None-  |
| Other activities that may cause a<br>conflict of interests with the Company | : -None-  |
| Forbidden Qualifications  | : 1. Never dishonestly committed an offence against property<br>2. Never entered into any transaction which may cause conflict<br>of interest against the Company during the year |

Attendance in the year 2020

- : 1. Board of Directors meeting attendance 5/6 times  
2. Executive Committee attendance 10/10 times  
3. Meeting of Shareholders attendance 1/1 time

Information of auditors for the fiscal year 2021

Name: Mr. Suppachai Phanyawattano                      Age: 57years  
Nationality: Thai  
Certified Public Accountant (Thailand) No. : 3930  
Highest Education Background: Master Degree in Management from Sasin Graduate Institute of Business  
Administration of Chulalongkorn University  
Work Experience: Khun Suppachai has been working with EY for more than 30 years.  
No. of Shareholding in the Company (%): none  
Record of illegal action: none  
Auditing during the past 5 years: 2 years (2019-2020)

Name: Mr. Natthawut Santipet                              Age: 47 years  
Nationality: Thai  
Certified Public Accountant (Thailand) No.: 5730  
Highest Education Background: Master Degree in Accounting from Thammasat University  
Work Experience: Khun Natthawut has been working with EY for more than 20 years.  
No. of Shareholding in the Company (%): none  
Record of illegal action: none  
Auditing during the past 5 years: none

Name: Ms.Krongkaew Limkittikul                      Age: 48 years  
Nationality: Thai  
Certified Public Accountant (Thailand) No.: 5874  
Highest Education Background: Master Degree in Business Administration from Assumption University  
Work Experience: Khun Krongkaew has been working with EY for more than 20 years.  
No. of Shareholding in the Company (%): none  
Record of illegal action: none  
Auditing during the past 5 years: none

**documents to identify shareholders  
or their proxies who are eligible to attend the meeting and vote**

Registration to attend the 2021 Annual General Meeting of Shareholders of Chow Steel Industries Public Company Limited will be made by Barcode system. For your convenience, kindly bring Notice to shareholders, Barcode Registration Form and Proxy Form for registration. For ease of verifying the status and rights to attend the Meeting, please follow the following instructions:

1. For shareholders wishing to attend the Meeting by himself/herself, please present the following documents at the registration:
  - 1.1 Natural Person Shareholder  
Please show National identification card or any other cards issued by the government containing a photo of the shareholder or passport (for foreigners).
  - 1.2 Juristic Person Shareholder  
Authorized person to act on behalf of the juristic person, please show Registration Certificate or Certification Document, seal (if any), and identification card of the authorized person
2. For shareholders wishing to appoint a proxy to attend and vote at the Meeting, please have the proxy present the following documents at the registration:
  - 2.1 Executed proxy and sealed (if applicable)
  - 2.2 A copy of identification card of shareholder or, in case of juristic person shareholder, Registration Certificate or Certification Document and/or power of attorney, together with appropriate power of attorney (if any)
  - 2.3 A copy of identification card of the proxy
3. Affix the 20 Baht stamp duty and special the date of Proxy Form across such duty stamp for correctness and legal binding. For convenience, the Company will facilitate in affixing the duty stamp for every Proxy Form registering to attend the Meeting.
4. All copies of supporting documents shall be certified true copy by the shareholders.



หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

Duty  
Stamp  
20 Baht

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เชาว์ สตีล อินดัสทรี จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

Being a shareholder of Chow Steel Industries Public Company Limited, holding total amount of.....share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้

hereby authorize

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน.....ตำบล/แขวง คลองเตย.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์..... หรือ

Province Postal Code , or



(3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....  
age years, reside at  
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด ..... รหัสไปรษณีย์ .....  
Province Postal Code

รองศาสตราจารย์ กัลยาภรณ์ ปานมะเร็ง ตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 68 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็นเตอร์ 2 ชั้น 10 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 หรือ

Associate Professor Kalyaporn Pan-ma-rerng Position Independent Director and Chairman of the Audit Committee, age 68 years, address Chow Steel Industries Public Company Limited at 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110 who has no special interest in the agenda proposed in the 2021 Annual General Meeting of Shareholders , or

รองศาสตราจารย์ ดร.ณรงค์ อยู่ถนอม ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 78 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็นเตอร์ 2 ชั้น 10 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Associate Professor Dr.Narong Yoothanom Position Independent Director and Audit Committee, age 78 years, address Chow Steel Industries Public Company Limited at 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110 who has no special interest in the agenda proposed in the 2021 Annual General Meeting of Shareholders

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องออডিทอเรียม ชั้น 3 C-asean อาคาร ThaiBev Quarter เลขที่ 62 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf at the 2021 Annual General Meeting of Shareholders on Thursday be held on 29 April 2021 at 2.00 p.m. at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev Quarter 62 Ratchadapisek Road, Klongtoey Bangkok 10110 or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy  
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy  
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy  
(.....)

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** The shareholder shall appoint only one proxy holder to attend the meeting and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

**แบบหนังสือมอบฉันทะ แบบ ข.**

**Proxy Form B.**

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท **เชาว์ สตีล อินดัสทรี จำกัด (มหาชน)** โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

Being a shareholder of **Chow Steel Industries Public Company Limited**, holding total amount of.....share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้

hereby authorize

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(2) .....อายุ .....ปี อยู่บ้านเลขที่ .....  
 age years, reside at  
 ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol/Khwaeng Amphoe/Khet  
 จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province Postal Code , or

(3) .....อายุ .....ปี อยู่บ้านเลขที่ .....  
 age years, reside at  
 ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol/Khwaeng Amphoe/Khet  
 จังหวัด ..... รหัสไปรษณีย์ .....  
 Province Postal Code

รองศาสตราจารย์ กัลยาภรณ์ ปานมะเร็ง ตำแหน่งกรรมการอิสระ และประธานกรรมการ  
 ตรวจสอบ อายุ 68 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็น  
 เตอร์ 2 ชั้น 10 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษ  
 ในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 หรือ

Associate Professor Kalyaporn Pan-ma-rerng Position Independent Director and  
 Chairman of the Audit Committee, age 68 years, address Chow Steel Industries Public  
 Company Limited at 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110  
 who has no special interest in the agenda proposed in the 2021 Annual General Meeting of  
 Shareholders , or

รองศาสตราจารย์ ดร.ณรงค์ อยู่ถนอม ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ  
 78 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็นเตอร์ 2 ชั้น 10  
 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษในวาระที่เสนอ  
 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Associate Professor Dr.Narong Yoothanom Position Independent Director and  
 Audit Committee, age 78 years, address Chow Steel Industries Public Company Limited at  
 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110 who has no special  
 interest in the agenda proposed in the 2021 Annual General Meeting of Shareholders

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องออডিทอเรียม ชั้น 3 C-asean อาคาร ThaiBev Quarter เลขที่ 62 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf at the 2021 Annual General Meeting of Shareholders on Thursday be held on 29 April 2021 at 2.00 p.m. at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev Quarter 62 Ratchadapisek Road, Klongtoey Bangkok 10110 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows;

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ซึ่งประชุมเมื่อวันที่ 27 มกราคม 2564

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on 27 January 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 2 รับทราบผลการดำเนินงานประจำปี 2563

Agenda 2 To acknowledge the 2020 Performance Results.

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)

(This agenda is for acknowledge, therefore there is no vote casting.)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 3 To approve the financial statements for the year ended December 31, 2020.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4 พิจารณานุมัติงดการจ่ายกำไรตามกฎหมายและงดการจ่ายเงินปันผลประจำปี 2563

Agenda 4 To approve the suspension of allotment of profit as legal reserve and no dividend payment for 2020 year.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการซึ่งถึงกำหนดพ้นจากตำแหน่งตามวาระ

Agenda 5 To approve the election of directors to replace those who retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- การแต่งตั้งกรรมการทั้งชุด

Appoint all the nominated candidates as a whole

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint an individual candidate

5.1 นายอนาวิน จิรธรรมศิริ

Mr.Anavin Jiratomsiri

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

5.2 นางศรุตตา ชิน

Mrs.Sharuta Chin

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                      Disapprove                      Abstain

5.3 นางสาวคู แมนไว

Ms.Koo Man Wai

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                      Disapprove                      Abstain

วาระที่ 6                      พิจารณานุมัติกำหนดค่าตอบแทนกรรมการสำหรับปี 2564

Agenda 6                      To approve the director's remuneration for the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                      Disapprove                      Abstain

วาระที่ 7                      พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2564

Agenda 7                      To appoint the auditor and the auditor's fees for year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                      Disapprove                      Abstain

วาระที่ 8                      พิจารณานุมัติแก้ไขข้อบังคับบริษัท

Agenda 8                      To approve the amendment of Articles of Association

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

- (ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 9 Other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote as per my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่  
ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the  
proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be  
deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....).

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ: Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียง  
ลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the  
meeting and may not split the number of shares to several proxies for splitting votes.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบ  
ประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into  
consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as  
attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**

**ALLONGE OF PROXY FORM B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เซาร์ สตีล อินดัสทรี จำกัด (มหาชน) ในการประชุม  
สามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องออডিทอเรียม ชั้น 3  
C-asean อาคาร ThaiBev Quarter เลขที่ 62 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร  
10110 หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Chow Steel Industries Public  
Company Limited. In the meeting of the 2021 Annual General Meeting of Shareholders on  
Thursday be held on 29 April 2021 at 2.00 p.m. at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev  
Quarter 62 Ratchadapisek Road, Klongtoey Bangkok 10110 or at any adjournment thereof.

วาระที่ ..... เรื่อง .....

Agenda no.... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ ..... เรื่อง .....

Agenda no.... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

(For foreign shareholders who have custodians in Thailand only.)

Duty  
Stamp  
20 Baht

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....

acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท เชาว์ สตีล อินดัสทรี จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Chow Steel Industries Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total amount of ..... shares, and having the right to vote equal to ..... votes

as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(2) ขอมอบฉันทะให้

hereby authorize

(1) ..... อายุ.....ปี อยู่บ้านเลขที่ .....

age years, reside at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code , or

(2) .....อายุ .....ปี อยู่บ้านเลขที่ .....  
 age years, reside at  
 ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol/Khwaeng Amphoe/Khet  
 จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province Postal Code , or

(3) .....อายุ .....ปี อยู่บ้านเลขที่ .....  
 age years, reside at  
 ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol/Khwaeng Amphoe/Khet  
 จังหวัด ..... รหัสไปรษณีย์ .....  
 Province Postal Code

รองศาสตราจารย์ กัลยาภรณ์ ปานมะเร็ง ตำแหน่งกรรมการอิสระ และประธานกรรมการ  
 ตรวจสอบ อายุ 68 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็น  
 เตอร์ 2 ชั้น 10 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษ  
 ในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 หรือ

Associate Professor Kalyaporn Pan-ma-rerng Position Independent Director and  
 Chairman of the Audit Committee, age 68 years, address Chow Steel Industries Public  
 Company Limited at 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110  
 who has no special interest in the agenda proposed in the 2021 Annual General Meeting of  
 Shareholders , or

รองศาสตราจารย์ ดร.ณรงค์ อยู่ถนอม ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ  
 78 ปี ที่อยู่ บริษัท เซาว์ สตีล อินดัสทรี จำกัด (มหาชน) เลขที่ 2525 อาคารเอฟวายไอ เซ็นเตอร์ 2 ชั้น 10  
 ถนนพระราม 4 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 ซึ่งไม่มีส่วนได้เสียพิเศษในวาระที่เสนอ  
 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Associate Professor Dr.Narong Yoothanom Position Independent Director and  
 Audit Committee, age 78 years, address Chow Steel Industries Public Company Limited at  
 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road, Khlongtoei, Bangkok 10110 who has no special  
 interest in the agenda proposed in the 2021 Annual General Meeting of Shareholders

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องออডিทอเรียม ชั้น 3 C-asean อาคาร ThaiBev Quarter เลขที่ 62 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf at the 2021 Annual General Meeting of Shareholders on Thursday be held on 29 April 2021 at 2.00 p.m. at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev Quarter 62 Ratchadapisek Road, Klongtoey Bangkok 10110 or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows;

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนน

I/We authorize all of shares and having the right to vote equal

มอบฉันทะบางส่วน คือ

I/We authorize partial that

หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Ordinary share ..... share(s) and having the right to vote equal to vote(s)

หุ้นบุริมสิทธิ .....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Preference share..... share(s) and having the right to vote equal to vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote in this meeting as follows;

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ซึ่งประชุมเมื่อวันที่ 27มกราคม 2564

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on 27 January 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น

Approve

Disapprove

Abstain

- วาระที่ 2      รับทราบผลการดำเนินงานประจำปี 2563  
Agenda 2      To acknowledge the 2020 Performance Results.  
(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)  
(This agenda is for acknowledge, therefore there is no vote casting.)
- วาระที่ 3      พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563  
Agenda 3      To approve the financial statements for the year ended December 31, 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ..... หุ้น     ไม่เห็นด้วย ..... หุ้น     งดออกเสียง..... หุ้น  
                                 Approve    Disapprove    Abstain
- วาระที่ 4      พิจารณานุมัติงดการจ่ายปันผลตามกฎหมายและงดการจ่ายเงินปันผลประจำปี 2563  
Agenda 4      To approve the suspension of allotment of profit as legal reserve and no dividend payment for 2020 year
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ..... หุ้น     ไม่เห็นด้วย ..... หุ้น     งดออกเสียง..... หุ้น  
                                 Approve    Disapprove    Abstain
- วาระที่ 5      พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการซึ่งถึงกำหนดพ้นจากตำแหน่งตามวาระ  
Agenda 5      To approve the election of directors to replace those who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote as per my/our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

Appoint all the nominated candidates as a whole

เห็นด้วย..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง.....หุ้น  
 Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint an individual candidate

5.1 นายอนาวิน จิรธรรมศิริ

Mr.Anavin Jiratomsiri

เห็นด้วย..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง.....หุ้น  
 Approve Disapprove Abstain

5.2 นางศรุตตา ชิน

Mrs.Sharuta Chin

เห็นด้วย..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง.....หุ้น  
 Approve Disapprove Abstain

5.3 นางสาวคู แมนไว

Ms.Koo Man Wai

เห็นด้วย..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น  
 Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการสำหรับปี 2564

Agenda 6 To approve the director's remuneration for the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น  
 Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2564

Agenda 7 To appoint the auditor and the auditor's fees for year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณานุมัติแก้ไขข้อบังคับบริษัท**

**Agenda 8 To approve the amendment of Articles of Association**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น  
Approve Disapprove Abstain

**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 9 Other matters (if any)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น  งดออกเสียง..... หุ้น  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those



specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
( ..... )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy ( ..... )

**หมายเหตุ:**

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบ ฉันทะแทน
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

**Remark:**

- Only foreign Warrant-holders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
- Evidence to be attached with this Proxy Form are:
  - Power of Attorney from the Warrant-holder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
  - Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
- The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of Unit to several proxies for splitting votes.
- In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
- In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**

**ALLONGE OF PROXY FORM C.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เชาว์ สตีล อินดัสทรี จำกัด (มหาชน) ในการประชุม  
สามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องออডিทอเรียม ชั้น 3  
C-asean อาคาร ThaiBev Quarter เลขที่ 62 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110  
หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

The appointment of proxy by the shareholder of Chow Steel Industries Public  
Company Limited. In the meeting of the 2021 Annual General Meeting of Shareholders on  
Thursday be held on 29 April 2021 at 2.00 p.m. at Auditorium room, 3<sup>rd</sup> Floor, C-asean, ThaiBev  
Quarter 62 Ratchadapisek Road, Klongtoey Bangkok 10110 or at any adjournment thereof.

วาระที่ ..... เรื่อง .....

Agenda no.... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น งดออกเสียง..... หุ้น

Approve

Disapprove

Abstain

วาระที่ ..... เรื่อง .....

Agenda no.... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

(ข) ขอให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

เห็นด้วย ..... หุ้น  ไม่เห็นด้วย ..... หุ้น งดออกเสียง..... หุ้น

Approve

Disapprove

Abstain

Name List and Detail of the Independent Director to be used with Proxy of Shareholders



**Associate Professor Kalyaporn Pan-ma-rerng**

Independent Director <sup>(1)</sup>

Chairman of the Audit Committee

Chairman of the Risk Management Committee

and Nomination and Remuneration Committee

|  |  |
|--|--|
| <b>Age</b>                               | 68 years   |
| <b>Nationally</b>                        | Thai   |
| <b>Address</b>                           | <ul style="list-style-type: none"> <li>● Chow Steel Industries Public Company Limited at<br/>2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road,<br/>Khlongtoei, Bangkok 10110</li> </ul> |
| <b>Proportion of Total Shares Held %</b> | <ul style="list-style-type: none"> <li>● Self : None <sup>(2)</sup></li> <li>● Spouse : None</li> <li>● Minor : None</li> <li>● Total : None</li> </ul>                                      |
| <b>Conflict of Interest</b>              | <ul style="list-style-type: none"> <li>● No conflict of interest on the proposed agenda in the<br/>2021 Annual General Meeting of Shareholders</li> </ul>                                    |

**Remarks:**

<sup>(1)</sup> The Qualification of an independent director of the company is in accordance with the Notification of Capital Market Supervisory Board and the Notification of the Stock Exchange of Thailand

<sup>(2)</sup> Information on the Date of the list of shareholders rights to attend the 2021 Annual General Meeting of Shareholders shall be determined in accordance with the Record Date on March 18, 2021.

Name List and Detail of the Independent Director to be used with Proxy of Shareholders



**Associate Professor Dr. Narong Yoothanom**

Independent Director <sup>(1)</sup>

Deputy Chairman of the Board of Directors

Audit Committee

Chairman of the Nomination and Remuneration Committee

Chairman of the Corporate Governance Committee

|  |  |
|--|--|
| <b>Age</b>                                   | 78 years   |
| <b>Nationally</b>                            | Thai   |
| <b>Address</b>                               | <ul style="list-style-type: none"> <li>● Chow Steel Industries Public Company Limited at<br/>2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road,<br/>Khlongtoei, Bangkok 10110</li> </ul> |
| <b>Proportion of Total Shares<br/>Held %</b> | <ul style="list-style-type: none"> <li>● Self : None <sup>(2)</sup></li> <li>● Spouse : None</li> <li>● Minor : None</li> <li>● Total : None</li> </ul>                                      |
| <b>Conflict of Interest</b>                  | <ul style="list-style-type: none"> <li>● No conflict of interest on the proposed agenda in the<br/>2021 Annual General Meeting of Shareholders</li> </ul>                                    |

**Remarks:**

<sup>(1)</sup> The Qualification of an independent director of the company is in accordance with the Notification of Capital Market Supervisory Board and the Notification of the Stock Exchange of Thailand

<sup>(2)</sup> Information on the Date of the list of shareholders rights to attend the 2021 Annual General Meeting of Shareholders shall be determined in accordance with the Record Date on March 18, 2021.

### Qualifications of Independent Directors

The Board of Directors has specified qualifications of independent directors to be in accordance with the minimum criteria of relevant notifications of Capital Market Supervisory Board as follows:

1. Hold shares not exceeding one per cent of the total number of voting shares of the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, including shares held by related persons of such independent director;
2. Neither be nor have been an executive director, employee, staff, advisor who receives a salary, or controlling person of the Company, its parent company, subsidiary company, associated company, same-level subsidiary company, or juristic person who may have conflict of interest, unless the foregoing status has ended for not less than two years;
3. Not be a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of a child, of executive, major shareholder, controlling person, or a person nominated as an executive or controlling person of the Company or its subsidiary company;
4. Neither have nor have had a business relationship with the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, in the manner not being an independent judgment, or executive of a party having a business relationship with the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, unless the foregoing relationship has ended for not less than two years; as well as any normal business transaction for business operation, rent or lease of immovable property, transaction relating to assets or services, or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar action, which result in the Company or the counterparty being subject to indebtedness to the other party in the amount of three percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated by the valuation method applicable to connected transactions pursuant to the Capital Market Supervisory Board Notification regarding criteria on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurring during the period of one year prior to the date on which the business relationship with the person commences;
5. Neither be nor have been an auditor of the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, and not be a major shareholder or a non-independent director, executive, nor managing partner of an audit firm which

- employs the auditor of the Company, its parent company, subsidiary company, associated company, or juristic person who may have conflict of interest, unless the foregoing relationship has ended for not less than two years;
6. Not be or never be professional service provider which includes legal or financial advisor who receives service fees of over 2 million baht per year from the Company, parent company, subsidiaries, affiliates or juristic persons who may have conflict of interest. In case professional service provider is a juristic person, being a major shareholder, non-independent director, executive or managing partner of professional service provider shall be included unless not being in the position for not less than two years prior to the date of filing the application with the SEC or prior to the date of appointment of audit director;
  7. Not be a director who is appointed as representative of the Company's director, major shareholder or shareholder who is related person of the major shareholder of the Company;
  8. Not have any other characteristics which prevent the independent director from expressing opinions independently on the Company's operation.
  9. Not be a director assigned by the Board to make a decision on the business operation of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, or juristic person who may have conflict of interest;
  10. Not be a director of the parent company, subsidiary company, or same-level subsidiary company which is a listed company.

The articles of Association, concerning to the shareholders' meeting

Shareholder Meeting

Article 37. The Board of Directors shall call a shareholders' meeting as an Annual General Meeting within four months from the ending of the fiscal year of the Company.

All other shareholders' meeting are called Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting whenever it deems appropriate, or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the Board of Directors in writing to call an Extraordinary General Meeting at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the Board of Directors is required to call the Extraordinary General Meeting within forth-five (45) days from the date on which such written request is received.

If the Board of Directors does not hold the meeting within the forty-five (45) days period under paragraph two, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph two ends. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted pursuant to Article 39 in any general meeting called pursuant to paragraph three, the shareholders requesting the meeting pursuant to paragraph three shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.

Article 38. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indication clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper of at least three consecutive days no less than three days before the meeting.

Shareholders' meeting could be held at the region where head office location or others nationwide.

Article 39. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than on half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for q quorum, and if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required. The shares owned by company itself do not count for quorum.

Article 40. The Chairman of the Board of Directors shall preside at every shareholders meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairmen of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 43. The matters which should be conducted by the annual general meeting of shareholders are as follows;

- (1) to consider the report of the board of director concerning the Company's business in the past year period;
- (2) to consider and approve the balance sheet, the statement of profit and loss for the past year period;
- (3) to consider and approve of profit allocation.
- (4) to consider and elect new directors in place of those who retire by rotation.
- (5) to consider and appoint auditor and fix the remuneration of the auditor; and
- (6) Other business.



**Proxy and Voting**

Article 41. At shareholder meetings, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The proxy form shall be as specified by the Registrar under the law governing public limited companies.

The appointment shall be made in writing and signed by the principal, and it shall be Submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting.

Article 42. A resolution put to the vote of the general meeting shall be decided as follow;

- (1) The regular businesses shall be decided by the majority votes of the shareholders present and voting. In the case of a tie, the presiding chairman shall have a casting vote.
- (2) The following specific business shall be decided by votes not less than three-fourths of the total votes of the shareholders present and qualified to vote.
  - a) a sale or transfer of business of the company, in whole or in essential part, to other person;
  - b) a purchase or acceptance of transfer of business of other company or private company to be the company's own;
  - c) entering into, amending, or termination a lease of business of the company in whole or in essential part; entrusting other person with the management of the company; or amalgamating business with other persons with the objective to share profit and loss
  - d) Amend company's prospectus or regulation
  - e) Increase or decrease the company's registered capital
  - f) Issue bonds or debentures.
  - g) Liquidate the company
  - h) Merge with other companies.

**Requisition of 2020 Annual Report**  
**(Printed)**

The company has released 2020 Annual Report. The electronic files can be download using the QR Code displayed in the Registration Form which with was provided to shareholders.

For Shareholders who require the printed version of 2020 Annual Report, which are the same version as the electronic files downloaded from QR Code, please filling up the Requisition Form in hard copy and send it to the Company Secretary, by post or by facsimile number 020330909 or by email; ir@chowsteel.com

.....  
-fold here-

**2020 Annual Report Requisition Form in hard copy**

I, (name) .....  
Residing at No. .... Village / Building.....  
Road ..... Tapol /Khwaeng .....  
Amphur / Khet ..... Province..... Post code .....

Wish to have the 2020 Annual Report in printed

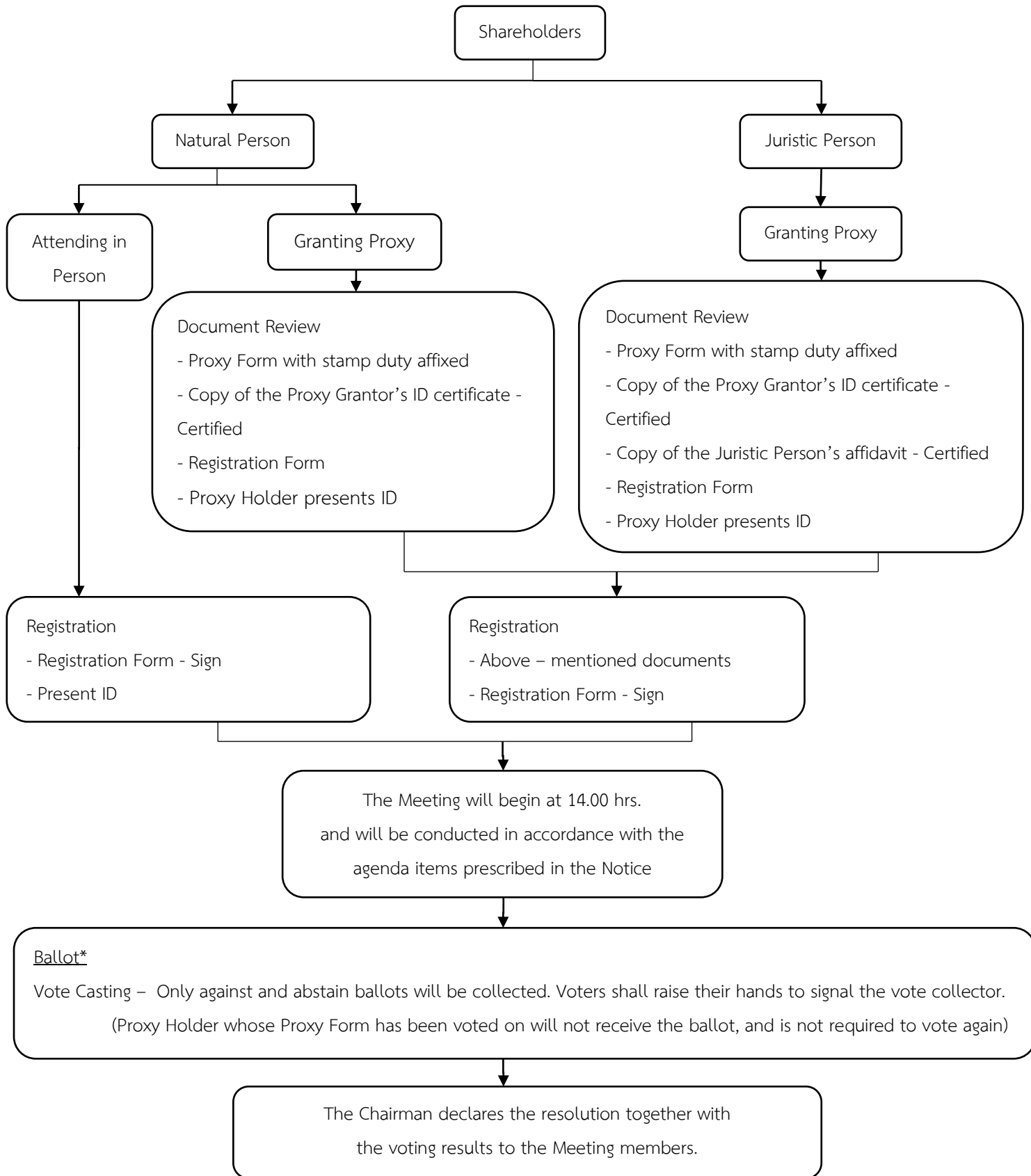
-Fold here-

.....  
Stamp  
Baht 3

Attn: The Company Secretary Office  
Chow Steel Industries Public Company Limited  
2525 FYI Center, Tower 2, 10<sup>th</sup> Floor, Unit2/1006-1008,  
Rama IV Road, Kweng Khlongtoei, Khet Khlongtoei,  
Bangkok 10110

(Request for printed copy of the 2020 Annual Report)

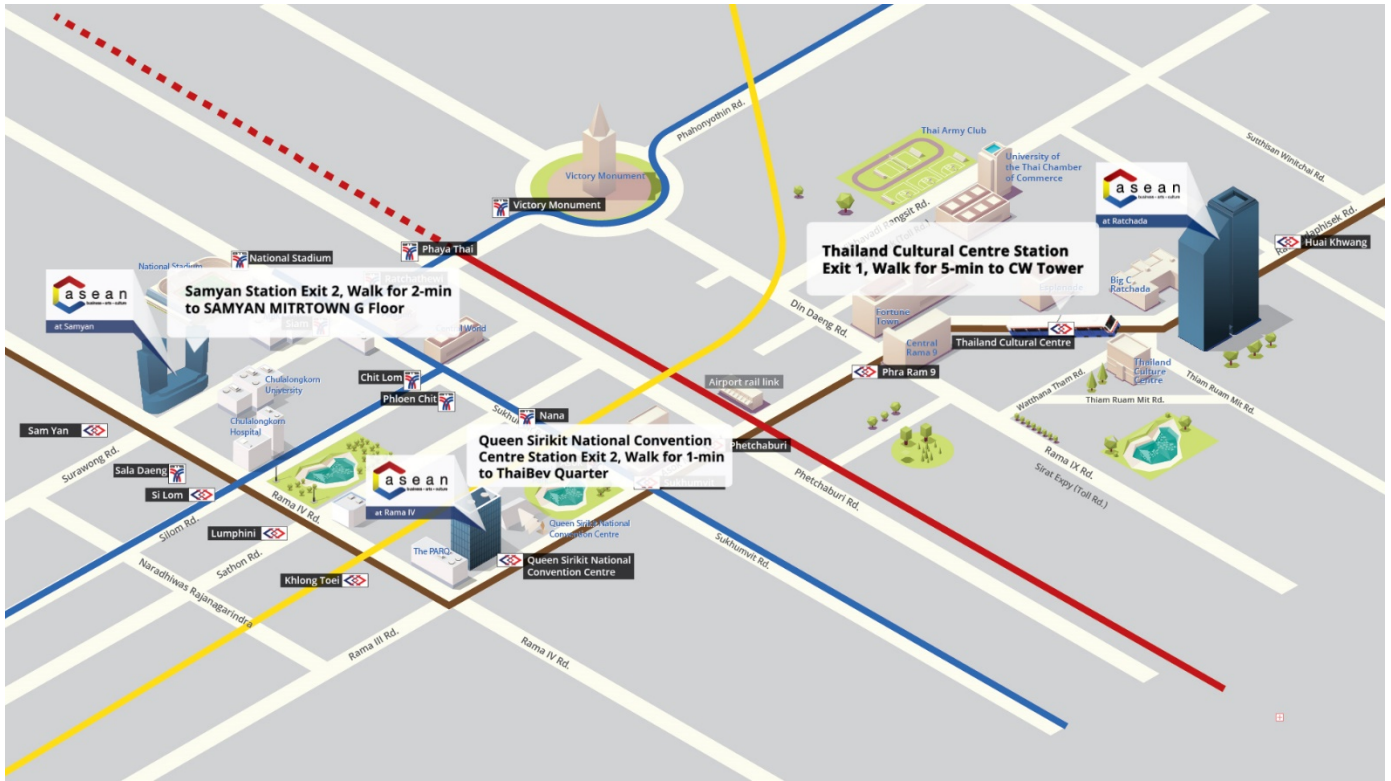
Procedures for Attending the 2021 Annual General Shareholder's Meeting



Remark:

1. The Company will strictly conduct a health screening for all meeting attendees.
2. After the meeting is adjourned, please return the remaining ballots to the Company's officer for the voting review of the agenda item 5 regarding the appointment of new directors.

Map of the Meeting location  
(3<sup>th</sup> Floor, C-asean, ThaiBev Quarter)



Transportation

- MRT : Queen Sirikit National Convention Centre Station exit 2 walk to C-asean Rama IV 50m.
- BTS : Asok station exit 3 connect MRT station
- Airport Rail Link : Makkasan Station and take a taxi to C-asean (15 minutes drive)

**Measures and practices for the 2021 Annual General Meeting of Shareholders  
under the circumstance of Coronavirus 2019 (COVID-19)**

Chow Steel Public Company Limited (“Company”) has concerns on the current situation where COVID-19 is rapidly spreading. As such, the Company deems it necessary to set out more stringent measures and practices with respect for the meeting attendance and shareholders of the 2021 Annual General Meeting of Shareholders to comply with in. These measures and practices are issued to be in line with disease prevention measures determined by the government to control such epidemic in consideration of the health conditions of each attendee, which includes disease prevention measures in accordance with the recommendations for the prevention and control of COVID-19 with respect to organizing meetings, seminars or similar activities by the Department of Disease Control, Ministry of Public Health dated February 11, 2020 for the safety and health of shareholders and meeting attendees with details of measures and regulations regarding the Annual General Meeting of Shareholders for the year 2021 as follows:

**1. To help prevent a spread of COVID-19 and as a health safety measure for the shareholders, the Company requests for cooperation from all shareholders to consider appointing the Company’s independent director as proxy to attend and cast votes on their behalf. In this regard, all shareholders who have appointed such proxies are able to maintain the right to vote at the general meeting of shareholders in accordance with any relevant laws and regulations.**

As for the shareholder who wish to exercise their voting rights through a proxy, please study the details in relation to each agenda item to proposed to this meeting sufficiently and appoint the Company’s Independent Director, Associate Professor Kalyaporn Pan-ma-rerng and/or Associate Professor Dr.Narong Yoothanom, as their proxy to attend the meeting on behalf of the Shareholders. For the purpose of appointment of the proxy, please send the relevant documents to:

Company Secretary Office  
Chow Steel Industries Public Company Limited  
at 2525 FYI Center 2, 10<sup>th</sup> Floor, Rama 4 Road,  
Khlongtoei, Bangkok 10110

2. For shareholders who wish to attend the meeting in person, the company would like to inform that the shareholders must strictly comply with the laws relevant to you and must also implement various measures issued by relevant government agencies. By attending the shareholders' meeting, no excuse may be lifted in the event that you violate the provisions of the relevant laws. You must also accept the risks that may arise from traveling to attend the meeting. Including taking care of your health and sanitation which may be affected as an event which the Company does not wish to occur. The Company would like to request attendees for strict cooperation to follow the Company's measures as follows:

2.1 The Company will have a screening point for checking every attendee's body temperature in front of the meeting room. In this regard, the company would like to request for strict cooperation from all attendees to keep distance of at least 1 meter apart while queuing at the screening point, document checkpoint or registration point. If there is any suspect case, e.g. any persons returning from an at-risk country according to the Notification of the Ministry of Public Health or any other countries where the company deems an at-risk countries in less than 14 days, or having fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as coughing, sneezing, runny nose, sore throat or breathing difficulties or showing any sign or indication of COVID-19 infection, the company requests cooperation in not allowing those in the risk group to participate in the meeting. The Company will arrange for you to appoint a proxy on your behalf.

2.2 Participants will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1 meters from each other. This will reduce the number of seats available in the meeting room. In the event that the seats are all taken by the prior attendees, the Company will request you to appoint a proxy on your behalf.

2.3 The Company requests that every shareholder who passed through the screening point and would like to attend the Extraordinary General Meeting of Shareholders No.1/2021 to follow these recommendations:

- Wear a facemask throughout the duration of the meeting
- Wash your hands with soap or hand sanitize
- Avoid touching your face (eyes, nose and lips) whenever possible
- Avoid touching or sharing personal items with others
- Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties

2.4 Participants must truthfully fill out the survey form for screening Coronavirus 2019 (COVID-19). In the event that you conceal your health information or travel history, it is considered that you have committed an offense under the Communicable Disease Act B.E. 104 2558 (2015). Participants must be aware and allow the company to exercise any rights in accordance with the law and relevant government measures. In the event that any attendees do not cooperate in strict compliance with the aforementioned measures, the Company reserves the right to attend the meeting of said person and ask the shareholders to consider appoint a proxy on their behalf.

In addition, as this situation is under a highly strict monitoring, the Company may consider adjusting any measures in this connection in line with any additional measures to be issued or determined by the government after the date of this notification. The Company hereby reserves its rights in making any announcement with respect to the adjustment of such measures via any channels which the Company deems appropriate.

In the event of a large number of participants, there may be a delay in screening and registration, we apologize for any inconvenience caused and kindly ask for your cooperation to strictly follow the Company's guidelines to prevent the spread of Covid-19.

**Screening Questionnaire COVID-19**

We need your help in providing the most accurate and truthful medical statement in order for us to treat and prevent spreading of the disease effectively.

1. Name..... Tel. ....

Shareholder or proxy

Escort

2. Do you currently have any of the following symptoms? Tick all that apply:

1. Cough/Sore Throat  Yes  No

2. Runny Nose  Yes  No

3. Shortness of Breath/Difficulty breathing  Yes  No

4. Do you have any existing condition which weakens your immune system?  Yes  No

3. Have you traveled/transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?

Yes, I have traveled to .....

No

4. During last 14 days, have you close contact those who come back from the area affected by the outbreaks of COVID-19 or history of close contact with a confirmed case of COVID-19 infection?

Yes

No

I hereby certify that the above information is true and accurate to my understanding.

Signed .....

**For security officer / Authorized person**

No Risk Found – Get a sticker and allow to enter the registration

Risk Found – See Doctor