

4 April 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of Chow Steel Industries Public Company Limited

- Enclosures :**
1. Registration Form (please present this form at the registration desk)
 2. A copy of the minutes of the 2018 Annual General Meeting of Shareholders
 3. The 2018 annual report (QR Code)
 4. Profile of auditors
 5. Preliminary details of the directors retiring by rotation and proposed for re-election
 6. Capital Increase Report Form (F53-4)
 7. Profiles of independent directors proposed to act as proxies for shareholders
 8. A proxy form (Form A, B and C)
 9. Documents or evidence showing an identity of the shareholders or a representation of the shareholders who entitled to attend the meeting
 10. Article of Association of the Company, concerning shareholders' meeting
 11. A Map of Grande Centre Point Terminal 21 Bangkok Hotel

The Board of Directors' meeting of Chow Steel Industries Public Company Limited ("the Company") has resolved to call for the 2019 Annual General Meeting of Shareholders ("AGM") on Friday, 26 April 2019 at 14.00 hrs. at Asoke 2, C Floor, Grande Centre Point Terminal 21 Bangkok, 2,88 Sukhumvit Soi 19 (Wattana), Sukhumvit Rd., Klongtoey Nua, Wattana, Bangkok 10110, to consider the following agendas;

Agenda 1 **To consider certifying the minutes of the 2018 Annual General Meeting of Shareholders**

Fact and reason:

The 2018 AGM was held on April 26, 2018. The minutes was properly prepared and submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the period specified by law and published on the Company's website (www.chowsteel.com). A copy of the minutes of the 2018 AGM is attached here with (Enclosure 2).

The Board's 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 2018 AGM.

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 2 **To acknowledge the Company’s operations result during the year 2018**

Fact and reason:

The company’s operation result of the year 2018 is show in the 2018 annual report (QR Code) (Enclosure 3.) which has been sent to the shareholders together with this invitation letter. The Board of Directors has considered such report and is of the opinion that it is correct and adequate to propose to the shareholders’ meeting for acknowledgement.

The Board’s Opinion:

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to acknowledge the operation result of the Company for the year 2018

Resolution: No voting is required since this agenda is for acknowledgement only.

Agenda 3 **To consider and approve the Company’s financial statement ended December 31, 2018**

Fact and reason:

The Company’s financial statements and auditor’s report for the year ended December 31, 2018 as show in the 2018 Annual Report (QR Code) (Enclosure 3.) have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors to propose to the shareholders’ meeting for approval.

The Board’s Opinion:

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders’ meeting to approve the Company’s financial statements and the auditor’s report for the year ended December 31, 2018 as the following details.

(unit : million baht)	Consolidate financial statement			Separate financial statement		
	2018	2017	2016	2018	2018	2016
Total assets	13,203.65	12,565.45	13,232.35	3,926.80	4,175.39	6,443.50
Total Liabilities	11,755.07	11,039.70	11,880.22	2,934.60	2,971.09	5,141.76
Revenues from sales and service	4,063.98	3,676.01	2,619.84	3,077.84	2,264.55	1,468.72
Total Revenues	4,309.74	4,222.47	2,741.32	3,151.34	2,423.14	1,798.11
Profit (loss) for the year*	(122.15)	256.15	32.53	(212.09)	(102.36)	31.54
Earnings per share (baht/share)*	(0.15)	0.32	0.04	(0.27)	(0.13)	0.04

Note: *Represents profit (loss) for the year attributable to owners of the parent.

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 4 **To consider and approve the suspension of allotment of profit as legal reserve and approve the non-dividend payment of for the year 2018**

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.

The Board's Opinion:

The Board of Director has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the suspension of allotment of profit as legal reserve and approve the non-dividend payment of for the year 2018 since the Company has loss in the amount of 212,092,995 Baht.

Since the Company was listed on the stock exchange, its dividend payment to its shareholders during December 2011-2018 has been as follows:

Operational performance	Separate Net Profit (million baht)	Dividend per share (Baht)	Payment Date
1 Jan – 31 Dec 2011	193.00	0.10	3 May 2012
1 Jan – 30 Sep 2013	103.11	0.10	4 Dec 2013

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the appointment of the auditor and to fix the audit fee for the year 2019

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 2019:

Name of Auditor	Register No.	Term of being the Company's auditor (year)	Period approved by SEC
1. Khun Supachai Phanyawattano	3930	-	2017 - 2022
2. Khun Nattawut Santipet	5730	-	2017 - 2022
3. Khun Krongkaew Limkittikul	5874	-	2015 - 2020

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, they belong to the same company with the auditors of the Company's subsidiaries.

Besides, Auditors of the subsidiaries from EY Office limited the same company with the auditors of the Company

Moreover, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve fixing the annual audit fee shall be in the amount of 2,000,000 Baht for the year 2019 as the following details.

Details	2019 (proposed year)	2018
1. Audit of the statutory financial statement	1,200,000	600,000
2. Review of interim financial statement	480,000	450,000
3. Non-audit Fee	-	-
Total	1,680,000	1,050,000

The Board's Opinion:

The Board of Directors has considered this matter and deemed it appropriate to propose the shareholders' meeting to approve the appointment of the auditor and fix the audit fee for the year 2019.

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 6

To consider and approve the election of directors to replace those who retire by rotation in 2019

Fact and reason:

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."

Currently there are 10 director positions. Thus, four directors retiring by rotation shall be considered based on the longest terms of office in directorship. The following 4 directors who have to retire from office are:

- | | |
|---|----------------------|
| 1. Association Professor Dr.Narong Yoothanom | Independent Director |
| 2. Association Professor Kalyaporn Pan-ma-rerng | Independent Director |
| 3. Mr. Mark D. Remijan | Independent Director |
| 4. Ms. Man Wai Koo | Director |

The Board's 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 4 directors to directorship for another term as in view of the Board, these 4 directors possess the qualifications, knowledge, ability and experiences which are appropriate for the Company's operation. And the Board of Directors has considered that the person appointed as Independent Director, could express opinions independently and in accordance with the relevant criteria. Nevertheless, no shareholders proposed anyone to be elected as the directors.

And the Board of Directors has considered that the person nominated to be an independent director Able to give opinions independently and in accordance with relevant regulations

The preliminary details of director retiring by rotation and proposed for the re-election are shown in Enclosure 4.)

Resolution: 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 7

To consider and approve the annual remuneration for directors in 2019

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 2019, the Nomination and Remuneration Committee carefully reviewed the remuneration of directors and proposed to the Board of Directors for consideration.

The Board's Opinion:

The company's Nomination and Remuneration Committee has carefully considered the remuneration for the Board of Directors and other committees of the Company by taking into account the remuneration paid by other companies of the same of industry, including the duties and responsibilities of the Board of Directors and other committees; then, is of the opinion that it is appropriate to approve the remuneration for the Board of Directors and other committees for the years 2019 at the amount not exceeding 5,000,000 Baht, which is of the same amount as that of the year 2018, as per following details:

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

The Board of Directors deemed it appropriate to propose the Shareholders' meeting to approve fixing the aforementioned remuneration fee for the Board of Directors and other committees. Please view details scope of duties of the Board of Directors and other committees of the Company in Shareholding and Management Structures part of the 2018 Annual Report

Resolution: Not at least two-thirds (2/3) of the total number of votes of the shareholders present at the meeting.

Agenda 8

To consider and approve the decrease of capital form the existing registered capital of 1,040,000,000 Baht to the new registered capital of 800,000,000 Baht by canceling of the unissued share of 240,000,000 shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of capital

Fact and reason:

Referred the meeting to the AGM 2018 held on April 26, 2018 thereby the meeting resolved to approve for the Company to increase its registered capital in form of general mandate at the amount of not exceeding 240,00,000 Baht. According to the relevant rules of the Stock Exchange of Thailand, the Company shall completed the allocation of the newly issued shares by the date of the next Annual General Meeting of Shareholders. However, since the Company did not issue and offer the new shares. Therefore, in accordance with the Section 136 of the Public Limited Companies Act BE 2535 (as amended) regarding the capital increase, it is necessary to reduce the registered capital by canceling the unissued shares and offering for sale of 240,000,000 shares to reserve capital. The Company's registered capital is equal to the paid up capital of the capital of the Company at 800,000,000 before the increase of registered capital.

The Board's Opinion:

The Board of Directors has resolved to propose the decrease of capital form the existing registered capital of 1,040,000,000 Baht to the new registered capital of 800,000,000 Baht by canceling of the unissued shares of 240,000,000 shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of capital for consideration and approval at the shareholders' meeting, the details of amendment of Clause 4 of the Company's Memorandum of Association are as follows;

“Clause 4	Registered Capital	800,000,000	Baht	(Eight Hundred Million Baht)
	Divided into	800,000,000	Share	(Eight Hundred Million Shares)
	Par value of	1.00	Baht	(One Baht)
	Divided into			

Ordinary shares of	800,000,000	Shares	(Eight Hundred Million Shares)
Preferred shares	-none-	Share	(-)

Resolution: This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders attending the meeting and having the right to vote.

Agenda 9

To consider and approve the increase of the Company registered capital in form of general mandate of Baht 240,000,000 and the amendments of Clause 4 of the Company’s Memorandum of Association so as to reflect the capital increase

Fact and reason:

In order for the Company to obtain additional funds for its business operation and/or to invest in future business expansion and/or to reduce the financial cost of the Company. In this regard, the Company is amount of Baht 240,000,000, from the existing registered capital of Baht 800,000,000 to Baht 1,040,000,000 by issuing ordinary share in amount of 240,000,000 shares at par value of Baht 1 per share, in order to allocate the shares by means of a general mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to allocate such shares to specific investors (Private Placement), the details of which are set out in Agenda 10. To be in line with the capital increase the Company is required to amend Clause 4 of the Memorandum of Association as follows;

From

“Clause 4	Registered Capital	800,000,000	Baht	(eight hundred million Baht)
	Divided into	800,000,000	Shares	(eight hundred million share)
	Par value per share	1.00	Baht	(one Baht)
	Divided into			
	Ordinary shares	800,000,000	Shares	(eight hundred million share)
	Preferred shares	-none-	Shares	(-)

To

“Clause 4	Registered Capital	1,040,000,000	Baht	(one thousand forty million Baht)
	Divided into	1,040,000,000	Shares	(one thousand forty million share)
	Par value per share	1.00	Baht	(one Baht)
	Divided into			
	Ordinary shares	1,040,000,000	Shares	(one thousand forty million share)
	Preferred shares	-none-	Shares	(-)

The Capital Increase Report Form (F 53-4) in enclosed with this letter as Enclosure no.6.

The Board’s Opinion:

The Board of Director deemed it appropriate to propose that the shareholders’ meeting approve the increase in the registered capital in form of general mandate of Baht 240,000,000, from the existing registered capital of Baht 800,000,000 to Baht 1,040,000,000 by issuing 240,000,000 newly-issued ordinary shares, at the par value of Baht 1.00

per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital, by substituting the above content, and the Meeting shall empower a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar.

Deemed it appropriate to approve the increase in the registered capital in form of general mandate of Baht 240,000,000, from the existing registered capital of Baht 800,000,000 to Baht 1,040,000,000 by issuing 240,000,000 newly-issued ordinary shares and the amendment of clause 4 of MOA

Resolution: the votes not less than three-fourths (3/4) of the total votes of the shareholders present and qualified to vote.

Agenda 10 **To consider and approve the allotment of 240,000,000 new shares at the par value of Baht 1.00 each in form of general mandate to existing shareholders by way of rights issue of not exceeding 160,000,000 new shares and private placement of not exceeding 80,000,000 new shares**

Fact and reason:

The Company will increase the registered capital by Baht 240,000,000 from the existing registered capital of Baht 800,000,000 to Baht 1,040,000,000 by issuing 240,000,000 new shares at the par value of Baht 1 each in form of general mandate, as detailed in Agenda item no.8 In this regard, the Company will allocate the newly-issued ordinary shares in the following manners;

- (1) Allocate newly issued ordinary shares not more than 160,000,000 shares, accounted for 20% of paid-up capital, to offer for sale to existing shareholders in proportion to their shareholdings (Right Offering)
- (2) Allocate newly issued ordinary shares not more than 80,000,000 shares, accounted for 10% of paid-up capital, to offer for sale to specific persons (Private Placement). The offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board no.TorChor 72/2558 re: Permission for Listed Companies to Offer Newly-Issued Shares to Private Placement, which the offering price shall not be below weighted average of the Company's share prices traded in the Stock Exchange of Thailand for not less than seven (7) consecutive business days but not exceeding fifteen (15) consecutive business days. In addition, the investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s) under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546.

In this regard, the Board of Directors shall be authorized to be empowered to do the followings:

- Consider and determine whether share allocation shall be made once or several times later and shall be offered to any group of person or all groups of persons at the same time. Furthermore, the Board of Directors has authority to determine offering price, offering ratio, offering period, and other details and conditions relating to the allotment of newly issued shares.
- Negotiate and execute any relevant documents and agreements, as well as take actions in connection with the allocation of such newly issued ordinary shares

- Execute applications for permission and necessary evidence in connection with the allocation of such newly issued ordinary shares, arrange and submit applications for such permission, documents and evidence to relevant authorities or agencies and list such newly issued ordinary shares on the Market for Alternative Investment (mai)

After the allocation of newly-issued shares according to (1) and (2), the total increase in paid up capital shall not be more than 30% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 240,000,000 shares. Nevertheless, allocating the newly issued shares to existing shareholders according to (1), the total increase in paid-up capital shall not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 160,000,000 shares and allocating the newly issued shares to private placement according to (2), the total increase in paid-up capital shall not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 80,000,000 shares.

The Company shall completely allocate the newly issued shares either by the date of the next annual general meeting or by the date required by law to fix the date of the next annual general meeting, whichever is the earlier.

The Board's Opinion:

The Board of Directors deemed it appropriate that the shareholders' meeting approve the allotment of 240,000,000 new shares at the par value of Baht 1 each in form of general mandate to existing shareholders by way of rights issue of not exceeding 160,000,000 new shares and private placement of not exceeding 80,000,000 new shares as mentioned will contribute the Company to increase working capital, liquidity and capital structure.

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 11 **To consider and approve the fundraising plan of Chow Energy Public Company Limited (its subsidiary)**

Fact and reason:

It is due to Chow Energy Public Company Limited (its subsidiary) or CEPL being in the process to apply for the permission of an initial public offering (IPO) and bring the Company to be listed on the stock exchange for fundraising, however, there is the needs of funds using for business expansion. In order to increase the choice and flexibility of fundraising as well as to support business plan of CEPL

The Board's Opinion:

The Board of Director deemed it appropriate to propose that the shareholders' meeting approve CEPL to raise funds as the following ways.

- (1) Offering the newly issued shares to the public (Initial Public Offering) and the existing shareholders of the Company in proportion of their holdings (Pre-emptive Right), along with bringing the CEPL securities to list on the Market for Alternative Investment (MAI), and / or
- (2) Offering the newly issued shares to the private placement, and / or
- (3) Issuing and offering convertible debentures

And allocates of 490,000,000 new ordinary shares according to the resolution of 2018 Annual General Meeting of Shareholders held on 26 April 2018, approved the above fundraising method.

Although using any fundraising plans of CEPL, the Company's shares holding of CEPL shall be decreased and its shareholders will be affected from the reduction of Company's shareholding proportion as well. Nevertheless, the Company shall consider maintaining the company's shareholding proportion of CEPL is not less than 51 percent after fundraising through emphasizing of Shareholders' benefits and necessity of CEPL funding.

Decrease of shareholding of CEPL according to the above fundraising plan is considered the disposal of assets according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and its amendment, and the Notification of the Board of 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 dated 29 October, 2004 (Notifications on Acquisition or Disposal). The Company shall calculate the transaction size and complies with the rules and regulations once there is the clear implementation of such fundraising.

Resolution: Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 12 To consider other matters (if any)

The Company had given shareholders an opportunity to propose the agenda items for the 2019 AGM through the Company's website (www.chowsteel.com) and the SET Community Portal (SCP) from 26 October 2018 to 28 December 2018; 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 has fixed the record date for the shareholders to attend the 2019 AGM on 15 March 2019.

Please be invited to attend the meeting at the date, time and place specified above and bring the registration form to the 2019 Annual General Meeting of Shareholders. As a shareholder meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Enclosure 8. (affix 20 Baht duty stamp) 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. For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Form B or Form C. Other shareholders can use only one proxy form (Proxy Form A or Proxy Form B). For your convenience, the Company would like to recommend the Proxy Form B which provide more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Company Secretary Office or download these forms from www.chowsteel.com, Investor Relation section, Shareholder Information sub-category.

As a shareholder, you may appoint any person or one of the following independent directors of the Company to attend the meeting and vote on your behalf;

- | | | |
|----|--|--|
| 1. | Associate Professor Kalyaporn Panmarerng | Independent Director, Chairman of Audit Committee
Chairman of Risk Management Committee
Nomination and Remuneration Committee Member |
| 2. | Associate Professor Dr.Narong Yoothanom | Independent Director, Audit Committee Member, |

Chairman of Nomination and Remuneration Committee,
Chairman of Corporate Governance Committee

(Please view details of the recommended proxy holders in Enclosure 7.)

Yours sincerely,

(Dr.Pruchya Piumsomboon)
Chairman of the Board of Directors

(Mr.Anavin Jiratomsiri)
Chairman of Executive Committee

The Company Secretary Office
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