



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)
 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, 3rd 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 (Million THB)	Dividend 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
Risk Management Committee
Nomination and Remuneration Committee
Corporate Governance Committee
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) Register No.	Auditing during the past 5 years	Period approved 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	2020	Increased
	(proposed year)		(Decreased)
1.Audit of the statutory financial statement	1,200,000 Baht	1,200,000 Baht	-
2. Review of interim financial statements (3 quarters at Baht 160,000 each)	480,000 Baht	480,000 Baht	-
3.Non-Audit Fee	-	-	-
Total	1,680,000 Baht	1,680,000 Baht	-

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. -Nil-</p>	<p>Article 54. <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) 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 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, 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,

-signed-

(Dr.Pruchya Piumsomboon)

Chairman of the Board of Directors

-signed-

(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