

CHOW.014/2023

4 April 2023

Subject Invitation to the 2023 Annual General Shareholders' Meeting

To Shareholders of Chow Steel Industries Public Company Limited

- Attachments 1. Form 56-1 One Report 2022 (QR Code)
 - Copy of minutes of the 2022 Annual General Meeting of Shareholders on 28 April 2022 for Agenda Item No.1
 - 3. Information of the directors retiring by rotation and proposed for re-election for Agenda Item No.5
 - 4. Information of auditors for the fiscal year 2023 for Agenda Item 7.
 - 5. Document and evidence required for meeting attendance and proxy granting.
 - 6. Proxy Forms Type B. (recommended), Type 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. Procedures for Attending the 2023 Annual General Meeting of Shareholders
 - 10. Map of the Meeting location
 - 11. Privacy Notice for the Shareholder's Meeting

Chow Steel Industries Public Company Limited or (the Company) would like to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders on Thursday 27 April, 2023 at 14.00 hrs. at Auditorium room, 3rd Floor, C ASEAN, ThaiBev Quarter, 62 Ratchadapisek Road, Klongtoey Bangkok, Thailand. The meeting agendas are as follows:

Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholders on 28 April 2022.

Fact and reason: The 2022 Annual General Meeting of Shareholders was held on 28 April 2022. 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 2022 AGM 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 AGM 2022.

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 2022 performance statement.

Fact and reason: The shareholders should acknowledge the 2022 performance statement. The details are enclosed in the 2022 56-1 One Report (shareholders can download the documents from the QR Code provided in the Notification of Meeting in Attachment 1.

The Board of Directors' Opinion: The Board recommends shareholders to acknowledge the 2022 performance statement.

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

Agenda 3 To approve the 2022 financial statement ended on December 31, 2022.

Fact and reason: The Shareholder should approve the 2022 financial statement ended on December 31, 2022, 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:

ltems	Consolidate Financial		Separate Financial			
	Statemen			Statement		t
	2022	2021	2022	2022	2021	2022
Total Assets (Million Baht)	4,703	9,899	10,190	2,618	2,280	2,137
Total Liabilities (Million Baht)	2,767	9,083	9,269	2,053	1,721	1,521
Total Shareholders' Equity (Million Baht)	1,936	816	921	566	560	615
Total Paid-up Capital (Million Baht)	800	800	800	800	800	800
Sales and Service Income (Million Baht)	1,284	306	538	916	193	461
Net (Loss) Income (Million Baht)	1,166	(112)	(293)	4	(56)	(121)
Earnings per Share (Baht/Share)	1.36	(0.16)	(0.33)	0.01	(0.07)	(0.15)

The Board of Directors' Opinion: The Board recommends shareholders to approve the 2022 financial statement ended on December 31, 2022, 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 Omission of dividend payment and non-appropriation of profit to legal reserve for the year 2022.

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's Dividend Policy 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 2022 audited by the auditor, it stated that the Company had no operating profit, resulted in the accumulative loss of THB 696,770,742 and therefore the Company is unable to make an annual dividend payment.

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

Dividend Payment record is per the table below:

The Board of Directors' Opinion: After due consideration, the Board of Directors deemed it appropriate to approve the Omission of dividend payment and non-appropriation of profit to legal reserve for the company's operating results from 1 January to December 31, 2022, Due to the Company has an accumulative loss.

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 elect directors to replace those who are retired 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 retied.

There are 4 directors retired by rotation at the 2023 AGM (one third of the total number of directors) as follows:

1. Dr.Pruchya Piumsomboon	Independent Director, Chairman of the Board
2. Mr.Noppadon Jason Chirasanti	Independent Director, Audit Committee Member
3. Mr.Kanawath Aran	Independent Director, Audit Committee Member Risk Management Committee Member Good Corporate Governance Committee Member
4. Mr.Sanguankiat Lewmanomont	Director, Nomination and Remuneration Committee Member

The Board of Directors' Opinion: Based on the recommendation by the Nomination and Remuneration Committee, the Nomination and Remuneration Committee undertook nomination procedures by duly considering the Company's board composition (Skill Matrix) to ensure that has carefully considered the criteria for selecting, screening, nominated directors' qualifications and concluded that 4 directors have extensive knowledge and useful experience for the Company's business, and diversification of the Board of Directors in general. Therefore, they should be re-appointed. The Nominated directors having interests therein shall abstain from voting. The directors are as follows:

1. Dr.Pruchya Piumsomboon	Independent Director
	(re-election)
2. Mr.Noppadon Jason Chirasanti	Independent Director
	(re-election)
3. Mr.Kanawath Aran	Independent Director
	(re-election)
4. Mr.Sanguankiat Lewmanomont	Director
	(re-election)



Directors in 1., 2. And 3. who are nominated for reelection as an independent director for another term, have qualifications in accordance with the Definition of Independent Directors under the Notifications of the Capital Market Supervisory Board and the Notification of the Stock Exchange of Thailand and are capable of independently expressing their opinions and strictly performing their duties in accordance with relevant laws, rules, requirements, and regulations for the maximum benefits of all shareholders.

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 6 October 2022– 31 December 2022. However, no proposed for qualified nominees were submitted to the Company. Information of the directors retiring by rotation and proposed for reelection 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 remuneration of the Board of Directors for the year 2023.

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 2023, 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 as 2022 at the amount of not more than the annual budget of THB 5.00 million as below.

Position	Per Attendance	Monthly Fee	
	Fee (baht/time)	(baht/month)	
Chairman of the Board	30,000	20,000	
Non-Executive Director	20,000	15,000	

1. Monthly fee and attendance fee



Position	Per Attendance	Monthly Fee
	Fee (baht/time)	(baht/month)
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 Good Corporate Governance Committee	15,000	-
Good 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 THB 5.00 million.

In the year 2022, the total remuneration for the board of directors and sub-committees. The details of the remuneration for each director are presented in the Form 56-1 One Report 2022 (QR Code).

The Board of Directors' Opinion: We recommend the shareholders to approve the remuneration of the Board of Directors and the Sub-Committees for the year 2023 at the amount of not more than the annual budget of THB 5.00 million. 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 approve the auditors and the audit fees for the year 2023.

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 2023.



Name of Auditor	Certified Public Accountant	Auditing during	
Name of Auditor	(Thailand) No.	the past 5 years	
1. Miss Krongkaew Limkittikul	5874	1 year (year 2022)	
2. Miss Watoo Kayankannavee	5423	None	
3. Mr.Nattawut Santipet	5730	None	

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 with proposed above have neither the relationship nor any interest the Company/subsidiaries/executives/major shareholders or related persons of these people. Details of each auditor's profile and work experiences are provided in detail in Attachment 4.

Additionally, the said auditors are also the auditors of the Company's subsidiaries in Thailand. The Board also propose to approve the audit fee for the year of Baht 2,100,000 as follows:

Details	2023	2022	Change
	(Baht)	(Bath)	Increased/(Decrease)
			(Baht)
For the year ended December 31	1,620,000	1,200,000	420,000
For the quarter ended March 31,	480,000	480,000	-
June 30, and September 30			
- (Baht 160,000 for quarterly statement)			
Non-Audit Fee	-	-	-
Total	2,100,000	1,680,000	420,000

The Board of Directors' Opinion: The Meeting should approve the appointment of Miss. Krongkaew Limkittikul Certified Public Accounting Registration No.5874 or Miss Watoo Kayankannavee Certified Public Accounting Registration No.5423 or Mr. Nattawut Santipet Certified Public Accounting Registration No.5730 or, auditor form EY Office limited, to serve as the auditor of the Company for the year 2023 and approve the audit fees of Baht 2,100,000 as recommended by the Audit Committee and 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 the Company's Articles of Association

Fact and reason: Per the announcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes to support the use of electronic means for conducting meeting, modernized the method for convening meeting in order to enhance efficiency, reduce unnecessary costs, and to offer more convenience for shareholders. We, therefore, recommend the shareholders' meeting of the Company to approve the amendment of Article 29, Article 33, Article 37, Article 38, and Article 55. of Chow Steel Public Company Limited's Articles of Association to align with the Public Limited Companies Act, B.E. 2535 (1992), as amended in 2022. The details of which are as follows:

Existing Provision	Proposed Amendment
Article 29. In convening a meeting of Board of	Article 29. In convening a meeting of Board
Directors, the Chairman or the person assigned	of Directors, the Chairman or the person
by him shall send a notice of the meeting to	assigned by him shall send a notice of the
the Directors not less than seven (7) days in	meeting to the Directors at least three (3)
advance of the date of the meeting. Except in	seven (7) days prior to date of the Board
case of urgency or for the purpose of	of Director's meeting, except in an
maintaining the rights or interest of the	emergency (such as to preserve the rights
Company, the notice of the meeting may be	and benefits of the Company). The meeting
sent by other means and in advance.	may be called by electronic or other
	methods and the meeting date my be fixed
The board of directors shall hold a meeting	sooner than the period of time specified
may be taken in head office or any places as	above.
the board of directors deems appropriate.	The board of directors shall hold a meeting may be taken in head office or any places as the board of directors deems appropriate.
	In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data
	format.



Chow Steel Industries Public Company Limited

Chow Steel Industries Public Company	
Existing Provision	Proposed Amendment
Article 33. The Board of Directors meeting	Article 33. The Board of Directors meeting
shall be held at least once every three (3)	shall be held at least once every three (3)
months at the head office or provincial or	months at the head office or provincial or
oversea as the Chairman deems appropriate.	oversea as the Chairman deems
The Chairman shall convince the meeting of	appropriate. The Chairman shall convince
Board of Directors or assign any person to act	the meeting of Board of Directors or assign
on his behalf for such a matter. If the directors	any person to act on his behalf for such a
or more request of a meeting of Board of	matter. If the directors or more request of a
Directors, the Chairman shall specify a date for	meeting of Board of Directors, the Chairman
the meeting within fourteen (14) days from the	shall specify a date for the meeting within
date of such request.	fourteen (14) days from the date of such
	request.
	When there is reasonable cause or in
	order to preserve the rights or benefits
	of the Company, at least two (2)
	directors may jointly request that the
	Chairman summons the Board of
	directors' meeting, whereby the agenda
	and reason(s) therefor that will be
	proposed for consideration must be
	specified. In such a case, the Chairman or
	his/her designated person shall summon
	and fix the date of the meeting within
	fourteen (14) days as of the date of
	receipt of the request.
	In the case where the Chairman or
	his/her designated person does not
	proceed with the summoning and fixing
	the date of the meeting in accordance
	with the second paragraph above, the
	requesting directors may jointly summon
	and fix the date of the Board of
	directors' meeting to consider the



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Chow Steel Industries Public Compa Existing Provision	Proposed Amendment
	proposed agendas within fourteen (14)
	days of the end of such period
	mentioned in the second paragraph.
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.	The Board of directors' meeting may be held via electronic medias in accordance with the law on electronic meeting. In such a case, it shall be deemed that the headquarters of the Company is the place of the 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.	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	If the Board of Directors does not hold the meeting within the forty-five (45) days



Chow Steel Industries Public Company Limited

Existing Provision	Proposed Amendment
under paragraph two, the shareholders who	period under paragraph two, the
subscribe their names or other shareholders	shareholders who subscribe their names or
holding shares in the required amount may	other shareholders holding shares in the
call the meeting within forty-five (45) days from	required amount may call the meeting
the date on which the period of time in	within forty-five (45) days from the date on
paragraph two ends. In such case, the meeting	which the period of time in paragraph two
is deemed to be shareholders' meeting called	ends. In such case, the meeting is deemed
by the Board of Directors and the Company	to be shareholders' meeting called by the
shall be responsible for the expenses	Board of Directors and the Company shall
necessarily incurred in the holding of such	be responsible for the expenses necessarily
meeting and facilitate such meeting as	incurred in the holding of such meeting and
reasonably required.	facilitate such meeting as reasonably
	required.
If the quorum is not constituted pursuant to	If the quorum is not constituted pursuant
Article 39. in any general meeting called	to Article 39. in any general meeting called
pursuant to paragraph three, the shareholders	pursuant to paragraph three, the
requesting the meeting pursuant to paragraph	shareholders requesting the meeting
three shall compensate the Company for the	pursuant to paragraph three shall
expenses incurred in the arrangements for	compensate the Company for the expenses
holding that meeting.	incurred in the arrangements for holding
	that meeting.
	In the case that shareholders summon a

meeting as per the second paragraph, shareholders summoning the meeting may send notice summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the Company, or the Board of Directors as prescribed in Article 55.



Chow Steel Industries Public Company Limited

Chow Steel Industries Public Compar Existing Provision	Proposed Amendment
Article 38. In calling a shareholder meeting,	Article 38. In calling a shareholder meeting,
the Board of Directors shall prepare a written	the Board of Directors shall prepare a
notice calling the meeting that states the	written notice calling the meeting that
place, date, time, agenda of the meeting and	states the place, date, time, agenda of the
the matters to be proposed to the meeting	meeting and the matters to be proposed to
with reasonable detail by indication clearly	the meeting with reasonable detail by
whether it is the matter proposed for	indication clearly whether it is the matter
information, for approval, or for consideration,	proposed for information, for approval, or
as the case may be, including the opinions of	for consideration, as the case may be,
the Board of Directors in the said matters, and	including the opinions of the Board of
the said notice shall be delivered to the	Directors in the said matters, and the said
shareholders and the Registrar for their	notice shall be delivered to the
information at least seven days prior to the	shareholders and the Registrar for their
date of the meeting. The notice calling for the	information at least seven (7) days prior to
meeting shall also be published in a	the date of the meeting. The notice calling
newspaper of at least three consecutive days	for the meeting shall also be published in
no less than three (3) days before the meeting.	a local Thai newspaper sold in the same
	area where the headquarters is located
Shareholders' meeting could be held at the	for three (3) consecutive days or advertised
region where head office location or others	via electronic medias according to the
nationwide.	criteria stipulated by law.
	Shareholders' meeting could be held at the
	region where head office location or others
	nationwide.
-None	Article 55. In the case the Company or
	the Board of Directors is obligated to
	send letters or documents in accordance
	with the provisions of the Public Limited
	Companies Act or these Articles to the
	Directors, shareholders, or creditors of
	the Company, if such persons have declared their intention to receive or
	given consent to the delivery of, letters



Existing Provision	Proposed Amendment
	or documents via electronic methods,
	the Company or the Board of Directors
	may send such letters or documents via
	electronic methods according to the
	criteria stipulated by law.

The Board of Directors' Opinion: Recommend the shareholders' meeting of the Company to approve the amendment of Article 29, Article 33, Article 37, Article 38, and Article 55. of the Company's Articles of Association to align with the Public Limited Companies Act (No.4) B.E.2565 (2022) and the granting of authorization to the authorized signatory directors or any person appointed by the authorized signatory directors to register the amendment to amendment of Article 29, Article 33, Article 37, Article 38, and Article 55. of the Company's Articles of Association at the Department of Business Development, Ministry of Commerce, and to amend the terms in relevant documents, as well as to undertake any necessary and relevant act in accordance with the registrar's order to complete the registration.

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 recommends that shareholders read the registration terms, conditions, procedures, and relevant documents to be presented and delivered on the meeting day in Attachment 5.

Any shareholder may appoint a Independent Director as his or her proxy to attend the meeting and vote on his or her behalf. Brief Independent Director Profiles are available in Attachment 7.

Shareholders and proxies must submit documents set out in Attachment 5. and 6. for registration prior to or on the meeting day.

For shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders, please choose and fill in either the proxy form A or B and submit it to the Company before the meeting. For foreign shareholders who deposit the Company shares in safeguard of custodian banks in Thailand, please choose and fill in either the proxy form A, B or C in Attachment 6.

The Company will conduct the meeting in compliance with its Articles of Association set out in Attachment 8.



For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items prior to the meeting date through the channels email to ir@chowsteel.com or fax at +66(0)0330909. For more information regarding the Company code of conduct, performance and activities, Please visit our website at <u>https://investor-th.chowsteel.com/shareholder_meeting.html</u> Therefore, we would like to invite our shareholders to 2023 AGM on Thursday April 27, 2023 at 14.00 hrs. The meeting will be held at Auditorium room, 3rd Floor, C ASEAN, ThaiBev Quarter, 62 Ratchadapisek Road, Klongtoey Bangkok, Thailand (map of the venue as indicated in Attachment 10.). The registration will be opened on 12.00 hrs.

Please be informed accordingly.

Yours sincerely,

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

(Mr.Anavin Jiratomsiri) Chief Executive Officer

For more information,

Company Secretary Office: Tel.02-033-0901-8 ext. 110 Fax.02-033-0909 EMAIL: ir@chowsteel.com

In assurance that the Company will protect and treated shareholders personal data in compliance with the Personal Data Protection Act BE 2562 (2019), the Company establishing this Privacy Notice for your acknowledgement of the details of the processing, collecting, use and disclosure that may be arising. The Company would like to inform you of the rights of your personal data and the contacting channels as indicated in Attachment 11.