

## Corporate Governance

With the existence of the Code of Best Practice that enhances transparency and is beneficial to the business operation of the Company resulting in confidence in shareholders, investors and all parties concerned, the Board of Directors hereby establishes a corporate governance principle in response to the Stock Exchange of Thailand's good corporate governance guideline. The Company's corporate governance principle covers five categories as follows:

### Category#1 Shareholders' Rights

The Company realizes the importance of fundamental rights of its shareholders as company owners and investors, such as right to buy, sell or transfer their held securities, right to receive adequate Company information, right to profit sharing from the Company, rights at a shareholder meeting, right to express opinions, and right to make joint decisions for such critical matters as dividend distribution, director appointment and removal, auditor appointment, approval of transactions critically affecting the direction of the course of its business operation, etc.

In addition to the fundamental rights above, the Company carries out several matters to facilitate the right exercise by shareholders as follows:

1. An annual general meeting will be held every year within 4 months from end of each fiscal year, with a notice of meeting and agenda supporting documents sent to the shareholders 7 days prior to the date of meeting and put on a newspaper informing the date of meeting for 3 consecutive days in advance of the date of meeting, and each agenda accompanied with the Board's opinion.
2. The agenda supporting information will be posted in advance on Company website, with clarification about shareholders' rights to attendance and voting.
3. If prevented to attend the meeting personally, the shareholder in question is allowed to give proxy to one of the independent directors or any other person to attend on his/her behalf using any one of the forms delivered together with the notice of meeting.
4. Prior to the meeting, shareholders are given an opportunity to submit their opinions, suggestions and questions through the Board secretary to the Company.
5. At the meeting, shareholders are given opportunities to pose questions, give suggestions, or express their opinions to the meeting for various issues independently and equally. A shareholder meeting will be attended by



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relevant directors and executives to provide answers and detailed information.

- When the meeting finishes, the company will make the minute of meeting by showing the correct data for the shareholders can verify.

## Category#2 The Equitable Treatment of Shareholders

Every shareholder is given equal opportunity. Voting rights at a meeting are determined based on the number of shares. One share is associated with one vote. No action is taken to restrict or violate or deprive of the rights of major, small, institutional and foreign shareholders. The independent directors are assigned to take care of small investors who can pass their suggestions and opinions or complaints to the directors for their appropriate actions taken. For complaint, as an example, the directors will carry out to verify the facts and find out an appropriate, corrective action. For suggestion essentially affecting stakeholders as a whole or the Company's business conduct, it will be proposed to the shareholder meeting for its considered inclusion thereof as an agenda therein.

The meeting is conducted in conformity with the Company's Articles of Associations and based on the order of the agendas, each of which is accompanied with complete details. Clear information is illustrated to complement the consideration and impromptu agenda will not be unnecessarily allowed in order to provide essential agendas with more time for being considered and decision making by shareholders. If prevented from attending the meeting personally, the shareholder in question is given an opportunity to grant proxy to one of the independent directors or any other person to attend on his/her behalf using one of the proxy forms delivered together with the notice of meeting. Voting will be conducted transparently based on the specified order of agenda. In the appointment of directors, shareholders are granted to appoint them individually.

Furthermore, an insider trading protection measure has been established for such concerned individuals as directors, executives, and employees in those departments related to inside information (including their spouses and children of an illegal age) to be prohibited from trading Company securities for the period of at least 2 weeks prior to disclosure of quarterly and annual financial statements and to wait for at least 24 hours after such disclosure to the public and to be prohibited from disclosure to others.

Directors and executives are informed of their obligation to report their securities holding in the Company and of the penal clause pursuant to the Securities and Exchange Act B.E. 2535 (1992) and to the Stock Exchange of Thailand's requirement. In the event of Company securities trading by directors and executives, they are required to report to the Securities and Exchange Commission for dissemination to the public within 3 business days in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) their shareholding in the Company, including those of their spouses and children in an illegal age.

### Category#3 The Role of Stakeholders

Importance is paid to the rights of all groups of stakeholders, consisting of such internal ones as Company employees and executives and such external ones as competitors, partners, customers, etc. Realizing that supports and comments from all groups of stakeholders benefit the Company's operation and business development, the Company will comply with the applicable laws and requirements to ensure that the rights of such people are well maintained. Besides, the Company promotes cooperation between it and each stakeholder group in order to strengthen it based on the following directions:

- (a) Shareholder : With focused development for consistent growth, the Company will enjoy more income and profit which results in its more value and maximum yields to its shareholders.
- (b) Customer : Consideration is taken for product quality and standards, including being attentive to and responsible for customers with honesty and fairness.
- (c) Partner : Partners are treated fairly in conformance to Company policy and trade conditions and/or agreements in mutually entered into contracts to create good business relationships that benefit all parties.
- (d) Competitor : The free and fair competition policy is promoted; the good competition framework is adhered to.
- (e) Employee : The Company has a policy to provide every employee with equal and fair treatment, including appropriate remuneration and welfare, and knowledge and competency development.
- (f) Community & Society : With its responsibility toward communities and the society, the Company operates its business with ethics and supports appropriate activities that contribute, and are constructive to, the society.
- (g) Environment : The Company complies strictly with environmental laws and ordinances and puts in place a continual environmental impact control guideline.

The Company will comply with the provisions of applicable laws, rules and ordinances to ensure that those stakeholders' rights are well maintained.



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## Category#4 Disclosure and Transparency

The Company is fully aware of the importance of proper, complete and transparent disclosure of both financial and general information in accordance with the rules of the Securities and Exchange Commission and Stock Exchange of Thailand, as well as such other information as essentially affecting Company securities price, all of which can influence the decision process of its investors and stakeholders. Accordingly, company information is disseminated to its shareholders, investors and the public through several channels and information channels of the Securities and Exchange Commission and Stock Exchange of Thailand, including its website [www.chowsteel.com](http://www.chowsteel.com).

With respect to investor relations work, an Investor Relations Department was established for the purpose of communicating with investors, shareholders, analysts and public sector concerned. The Board of Directors is responsible for financial statements and financial information appearing in the annual report, which statements was produced pursuant to the generally accepted accounting standard for Thailand, with accounting policy appropriately selected and regularly used throughout the operation, including adequate disclosures in the financial statements. In this regard, the quality of the financial statements and internal control, including adequate disclosures in the notes to financial statements, will be reviewed by the Audit Committee.

## Category#5 Responsibilities of the Board of Directors

### 1. Structure of Board of Directors

The Board of Directors consists of knowledgeable and capable persons who play an important role in defining policies and the whole picture of the organization, and play an important role in independently supervising, inspecting and evaluating the results of operations of the Company in compliance with the set plan.

Currently, there are 10 Board members comprising 3 managerial directors and 7 non-management directors, 4 of the said 7 are independent directors with the purpose of balancing the voting in matter consideration. There is an Audit Committee consisting of 4 independent directors whose duty is representing the shareholders in supervising the course of operation of the Company for propriety and transparency.

According to the Articles of Association, at an annual general meeting one-third of the directors shall resign from office. If the number of directors is indivisible by 3, the one nearest to one-third shall apply. Directors scheduled to resign from office in the first and second anniversary of Company registration should be determined by draw lot. For subsequent years, those directors being in office for the longest term shall resign from office. However, those directors who resign by rotation may be re-elected to resume their directorship.



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Besides, the Board of Directors formed 4 sub-committees comprising the Audit Committee, Executive Committee, Nomination and Remuneration Committee and Risk Management Committee to perform ad hoc duties and propose matters to the Board of Directors for consideration and acknowledgment. Each sub-committee has its own rights and duties as given.

The duties and responsibilities between the Board of Directors and executives are clearly separated. The Board of Directors has the duty to define policies and supervise the operation of policy level executives, while executives have the duty to manage the Company's works in compliance with the set policy. Accordingly, the chairmen of the Board and executives are different persons and both positions are subject to pass a selection by the Board of Directors to ensure most suitable persons.

The Company has a Board secretary to provide the Board with recommendations about rules that need to be known, to oversee Board activities, and to coordinate compliance with Board resolutions.

## 2. Role, Duty and Obligation of the Board of Directors

Consisting of persons with acceptable knowledge, skills and expertise in diversified areas, and leadership, the Board of Directors takes part in defining vision, mission, strategies, policies and guidelines for business conduct and supervising Company operation in compliance with the laws, objectives, Articles of Association, and shareholder meeting resolutions. In order to enable close monitoring and supervision, several sets of committees were established to carry out the monitoring and supervision.

### Corporate Governance Policy

A corporate governance policy was defined in writing and agreed to by the Board meeting, with the policy and its compliance reviewed on a regular basis. In addition, after the Company's common stocks are listed in the Stock Exchange of Thailand, the Company will comply in every respect with the rules and regulations prescribed by the Securities and Exchange Commission and Stock Exchange of Thailand, with its corporate governance report disclosed in its annual report and Annual Information Disclosure Report Form (Form 56-1).

### Code of Conduct

The Code of Conduct was established for adherence by the Board of Directors, executives and employees in performing their duties with honesty, integrity and impartiality toward the Company, all groups of stakeholders, the public and society, with their compliance

therewith monitored on a regular basis. To that end, all employees have been informed of the Code, including their compliance therewith.

### **Conflicts of Interest**

A conflict of interest policy was defined on the basis that any decision made in the course of business activity should inure to the best interests of the Company. To avoid any action leading conflicts of interest, the person relating or linked to the transaction being considered must inform the Company of his/her relationship or linkage to such transaction without participation in the consideration and decision, and without authorization to approval of such transaction.

Related-party transactions carefully considered by the Audit Committee in terms of appropriateness and in accordance with the Stock Exchange of Thailand's rules will be proposed to the Board of Directors and disclosed in the annual report and Annual Information Disclosure Report Form (Form 56-1).

### **Internal Control**

Internal control at both executive and operational levels is paid importance. In order to create operational effectiveness, obligations, duties and implementation authority for operatives and executives have been clearly defined in writing. The use of Company assets in meaningful ways is put under control; operatives' duties, monitoring, controlling and evaluating persons are separated, with the Audit Committee appointed to have the duty in reviewing the internal control and internal audit for appropriateness and effectiveness.

### **Risk Management**

Sufficiency of the existing internal control has been assessed in order to consider finding a performance improvement guideline for even more effective operation.

### **Report of the Board of Directors**

The Audit Committee is responsible for conducting a financial report review session joined by the Accounting Department and auditor, and proposing it to the Board of Directors on a quarterly basis. The Board of Directors is responsible for Company consolidated financial statements and financial information (Report of Board Responsibility toward Financial Report) as appear in the annual report. Such financial statements are produced based on the standard endorsed and audited by the auditor. Disclosure of essential information, including financial and non-financial information, is carried out on the regular basis of complete facts.

### 3. Board Meeting

According to the Articles of Association, a Board meeting should be convened for at least every 3 months and additional special meetings may be held as necessary, with a notice of meeting sent out 7 days prior to the date of meeting, except for necessity or exigency to maintain the Company's rights or interests. For each meeting, agendas and complete meeting documents are clearly defined and adequately provided respectively and delivered to the Board of Directors in advance for their enough time to study prior to joining the meeting.

The Company Chairman and Chief Executive Officer will jointly define meeting agendas and consider which matters should be included as agendas in a Board meeting. Each director is given an opportunity to suggest matters for such inclusion. All directors can discuss and express their opinions openly and the meeting chairman will then compile them and draw a conclusion from the meeting. In voting at a meeting, the Board of Directors adheres to majority of votes. One director has one vote. The director having conflicts of interest should not join the meeting and/or vote for the matter thereof. In the event of tie, the meeting chairman should have another casting vote. The minutes of meeting will be made in writing after the meeting session and kept after passing Board approval and ready for verification by the Board and people concerned.

### 4. Remuneration for Directors and Executives

A Remuneration and Remuneration Policy Committee was formed clearly and transparently. Remuneration is at the level suitable for individual directors' duties and responsibilities and sufficient for retaining knowledgeable and capable directors, subject to the approval of the Annual General Meeting of Shareholders (AGM).

Disclosure of remuneration paid to directors and executives will be made available using the form designated by the Office of Securities and Exchange Commission.

### 5. Director and Executive Development

The Board of Directors has a policy to provide training and knowledge to those directors involving in the Company's corporate governance system, consisting of directors, Audit Committee and Company executives in order for continued development. In the event of new director, Company business operation guideline and information beneficial to his/her performance will be introduced to promote consistently effective performance under the good corporate governance framework.