



Notice of 2013 Annual General Meeting of Shareholders

Chow Steel Industries Public Company Limited

Friday, 26 April 2013 at 14.00 hours

at Ballroom 2, 5th Floor, S31 Sukhumvit Hotel

545 Sukhumvit 31 Road, Klongtoey-Nua, Wattana, Bangkok 10110

For your convenience, Shareholders or Proxy holders wishing to attend the meeting,
kindly bring Barcode Registration Form for registration

BOD.005/2013

March 28, 2013

- Subject** Invitation to the 2013 Annual General Meeting of Shareholders
- To** All Shareholders
- Enclosure**
1. A Copy of the Minute of the Annual General Meeting of Shareholders for 2012, held on 5 April 2012
 2. The Annual Report of year 2012 on CD-ROM
 3. Preliminary information on the retiring directors being proposed for re-election
 4. Company's Regulations Relating to the General Meeting of Shareholders.
 5. Barcode Registration Form, Explanation of documents to identify shareholders or their proxies who are eligible to attend the meeting and vote
 6. Proxy Form A. Form B. Form C. and profile of independent directors proposed by company to represent shareholders.
 7. Meeting Place's map
 8. Annual Report Request Form.

Notice is hereby given by the Board of Directors (“the Board”) of Chow Steel Industries Public Company Limited (“the Company”), that the 2013 Annual General Meeting of Shareholders shall be held on **Friday April 26, 2013 at 14.00 hours** at the Ballroom 2, 5th Floor, S31 Sukhumvit Hotel, 545 Sukhumvit 31 Road., Klongtoey-Nua, Wattana, Bangkok 10110. The agenda is as follows;

Agenda 1 **To consider and adopt the Minute of Annual General Meeting of Shareholders 2012, held on April 5, 2012**

Purpose and Rationale: The Annual General Meeting of Shareholders for 2012 was held on April 5, 2012 and the minutes were prepared and sent to the ministry of commerce within 14 days of the meeting. The details were disclosed in the company's website (www.chowsteel.com).

The Board's opinion: The Board has recommended that the minutes of the Annual General Meeting of Shareholders for 2012, held on April 5, 2012, be adopted because they were accurately recorded. A copy of the minute mentioned has been published since April 18, 2013, is enclosed in enclosure No. 1.

Agenda 2 **To acknowledge the Company's operating results for 2012**

Purpose and Rationale: The Company has summarized the operating results for 2012 along with the significant changes that occurred during the year in the Annual Report for the year 2013, which are provided her in enclosure No. 2.

The Board's opinion: The Board has agreed to present the report on the Company's operating results for 2012.

Agenda 3

To consider and approve the financial statement for the year ended December 31, 2012

Purpose and Rationale: In compliance with law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them be audited and certified by the company's auditor before submission to the shareholders for approval.

The Board's opinion: The Board requests the Meeting to consider and approve the financial statement for the year ended December 31, 2012, as duly audited and certified by the auditor form AST Master Co., Ltd., and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2012 is as follows;

The consolidated statement of financial position and income statement of company and its subsidiaries are as follows:

Asset	3,792.66	million Baht
Liabilities	2,505.21	million Baht
Revenue for Sales and Services	4,349.17	million Baht
Profit for the year*	25.46	million Baht
Earnings per share*	0.03	Baht/Share

Represents *profit for the year attributable to equity holders of the parent

The statement of financial position and income statement of the company are as follows:

Asset	3,718.61	million Baht
Liabilities	2,446.77	million Baht
Revenue for Sales and Services	4,343.04	million Baht
Profit for the year*	24.57	million Baht
Earnings per share*	0.03	Baht/Share

Details are as shown in the Company's Annual Report for the year 2012, delivered to the Shareholders together with this Notice in enclosure No.2

Agenda 4

To consider and approve appropriation of profits for the year 2012 and omission dividend

Payment

Purpose and Rationale: The Company has a policy to distribute dividend payment must at the rate not less than 40% of its net profit after deducting corporate income tax, according to company's policy. However, dividend payment must based on the financial statement, operating result and investment plan or other appropriate reasons, which will be decided by the board of directors and shareholders.

Results of operations in 2012, the Company had a net profit of 24.57 million Baht by proportional of investment and cash flow is also needed. It used to enhance the working capital management and investment in machinery for supplement the capacity to fully scrap, such as separators, compressor scrap etc.

The dividend distribution to the proceeding year is as follows;

Detail of dividend payment	Year 2012
1. Profit for the year on company financial statement (million baht)	193.00**
2. Shares (million shares)	800
3. Dividend (Baht/share)	0.10
4. Total approximate amount of dividends paid (million baht)	80.00
5. Proportion of dividends of profit for the year on company financial statements	41.44%

(restated on the company's financial statements)

Note: ** Profit of the year 2011, after the changes made by the Company to accounting policy for finished goods.

The Board's opinion: The Board recommends the Meeting to consider and approve the appropriation of net profit and omission dividend payment 2012 as follows:

1. To allocate the net profit to set aside a legal reserve not less than 5 percent of annual profits, in accordance with Public Company Limited Act 2535 in amount of 1,228,363 Baht
2. To omission dividend payment of the year 2012. The Company has to retain the profits as working capital and investment in machinery for supplement the capacity to fully.

Agenda 5

To consider and appoint the auditors and fix the audit fee for the 2013

Purpose and Rationale: Pursuant to Section 120 of the Public Limited Companies Act B.E.2535 (1992) (as amended) and Article 43 of the Company's Articles of Association which state that the Annual General Meeting of Shareholders shall appoint and fix auditors' fee every year. In addition, a notification from the Capital Market Supervisory Board limits the appointment of individual external auditors (but not the audit firm) at listed companies to not more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

The Audit Committee recommended the reappointment of auditors form AST Master Co., Ltd. (AST) as the Company's external auditors for 2013, although Ms.Nongram Laohaareedilok as she has initialed the financial statement of Company and its Subsidiaries for five consecutive fiscal years. This will be AST's sixth one-year term. AST has high standards and considerable expertise. Its performance in 2012 was satisfactory. In addition, we appointed auditors one more auditing company was DIA International Audit Co., Ltd.

In addition, AST and the proposed auditors are independent and have no conflict of interest with the Company, the management, the major shareholders or any related person.

The Board's opinion: The Board has agreed with the Audit Committee and proposed that the shareholders meeting approve the appointment of the following auditor form AST Co., Ltd. and/or

DIA International Audit Co., Ltd. as the Company's external auditors, and fix audit fees for the year 2013.

1. The appointment of the Company's external auditors for Chow the year 2013

- Mr.Pradit Rodruoytook CPA No. 218 and/or
(Has never initialed the financial statement of Company and its Subsidiaries)
- Ms.Nongram Laohaareedilok CPA No. 4334 and/or
(Has initialed the financial statement of Company and its Subsidiaries for five years
During 2008-2012)
(Form AST Master Co., Ltd.)
- Mrs.Suvimil Krittayakiern CPA No. 2982 and/or
(Has never initialed the financial statement of Company and its Subsidiaries)
- Ms.Somjintana Pholhirunrat CPA No. 5599
(Has never initialed the financial statement of Company and its Subsidiaries)
(From DIA International Audit Co., Ltd.)

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission (SEC).

2. To approve Audit fees of the company and its subsidiary of the year 2013

Based on the recommendation of the Audit Committee, the Board of Directors considered and proposed the Meeting of Shareholders to approve the 2013 audit fees for the Company and its subsidiary shall not exceed 850,000 baht. (The audit fee for the Company's financial statements and its subsidiary of 2012 in the amount of 780,000 baht).

Agenda 6 To consider and appoint of directors to replace the directors retire by rotation

Purpose and Rationale: The Company is required under the Act. Companies Act BE. 2535 And Article 71 and Article 21 that at the general meeting of each year, one-third of directors shall retire. If the number of directors cannot be divided into three parts, then the number of directors nearest to one-third must retire from their offices. The retiring directors at first and second year after listing must draw lots to determine which one of them will retire. For the following year, the directors who occupy the position for longest period must retire. The retiring director is eligible for re-election

The three directors listed below are due retire by rotation in 2013.

<u>Name of Director</u>	<u>Positions held</u>
1. Assoc.Prof.Dr.Narong Yoothanom	Vice Chairman, Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee.

2. Asst.Prof.Kalyaporn Pan-ma-rerng Independent Director,
Chairman of Audit Committee,
Chairman of Risk Management Committee and
Nomination and Remuneration Committee
3. Mr.Mark D. Remijan Director

The company invited the shareholders to nominate the qualified person during September 10 2012-December 31 2012, but no one was nominated to be candidate in the board of director's election. In this case, the nomination and remuneration, with the exception of the members who had a conflict of interest. These two persons were not attend the meeting), has recommended to re-elect the retiring directors for another term.

The Board's opinion: The Board, with the exception of the directors due to retire by rotation, has agreed with the Nomination and Remuneration Committee and proposed that the shareholders' meeting approve the reappointment. Their personal details, percentage of shareholding, professional experience in listed/non listed Company and other related information, are enclosed in enclosure No. 3

Remark: The directors shall be elected at the general meeting of the shareholders in accordance with the company's article No.20 and these following procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held;
- (2) Each shareholder may exercise all the vote he or she has under (1) to elect one or several persons as a director or directors. If several persons are to be elected as directors, the shareholders shall not divide his or her votes to any person in any number; and
- (3) Person who receive the highest number of votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting votes.

Agenda 7

To consider and approve the remuneration of the Company's Board of directors for 2013

Purpose and Rationale: The remuneration for director should be appropriate to the duties and responsibilities of directors. It should also be reviewed annually. In 2013, the Nomination and Remuneration Committee has carefully reviewed the remuneration of directors and proposed to the Board of Directors for consideration.

The Board's opinion: The Board of Director considered and agreed with the Nomination and Remuneration Committee to propose that the Annual General Meeting of Shareholders approve the remuneration for the Directors and committees and to increase the amount of total compensation from the existing amount of not exceeding 3,000,000 million Baht to not exceeding 4,000,000 million Baht, which include as follow;

Composition of remuneration	For 2013 (year proposed)		Year 2012	
	Monthly remuneration (Baht/person/Month)	Meeting ⁽²⁾ honorarium (Baht/meeting)	Monthly remuneration (Baht/person/Month)	Meeting ⁽²⁾ honorarium (Baht/meeting)
(1) Remuneration for Directors - Chairman of the Board - Directors	15,000 10,000	30,000 20,000	- -	30,000 20,000
(2) Remuneration of 3 committees⁽¹⁾ 1. <u>The Audit Committee</u> - Chairman - Members	- -	15,000 10,000	- -	15,000 10,000
2. <u>The Risk Management Committee</u> - Chairman - Members	- -	15,000 10,000	- -	15,000 10,000
3. <u>The Nomination and Remuneration Committee</u> - Chairman - Member	- -	15,000 10,000	- -	15,000 10,000
(3) Other benefits 1. <u>Directors & Officers Liability Insurance (D&O Insurance)</u>	- Limit of Liability 100,000,000 million Baht - Premium 300,000 Baht		- Limit of Liability 100,000,000 million Baht - Premium 300,000 Baht	
(4) Bonus, business insurance, extra compensation and other expenses.	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 <u>not exceed 4,000,000 million Baht.</u>		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 <u>not exceed 3,000,000 million Baht</u>	

Notes: (1) Directors who are also executives or committee members will not receive Monthly remuneration and Meeting honorarium

(2) Meeting honorarium will be paid each time and only if one attends the meeting

In 2012, the remuneration paid to the Board of Directors was amount 1,080,000 million baht, not exceeding the amount pursuant to such rule. Detail as in the Annual Report for the year 2012 in enclosure No. 2

Agenda 8 Other matters (if any)

The company has determined the shareholders who have right to attend the 2013 Annual General Meeting of Shareholders on March 14, 2013. It's required to make a name list of shareholders under Section 225 of the Securities and Exchange Act by book's closing date on March 15, 2013.

Pleased to invite you to attend the 2013 Annual General Meeting of shareholders, this has been scheduled as follows:

If you are not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote from your behalf by completing form in enclosure No. 6 or lodging your proxies online www.chowsteel.com. There are 3 Proxy Forms: From A Form B or Form C (Proxy Form C. is for foreign investor who appoint custodian only). Please select only one form. Proxies must be received no later than April 25, 2013 and we provide stamp duty for proxy's form. If you are able to attend the 2013 Annual General Meeting of Shareholders, please bring proxies form and necessary documents (as detailed in enclosure No.5), with you to facilitate registration at meeting place. We are available to receive the documents form 13.00 hours.

Yours sincerely



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

NOTE: All shareholders can access the notice of the Annual General Meeting of Shareholders for 2013 and all related document at the Company's website (www.chowsteel.com) from February28, 2013 under "Investor Relations " and "Annual General Meeting". If any shareholder and a query about the agenda, he or her can contact the Company through the email;info@chowsteel.com