

**Criteria and Procedures  
for Proposing Agenda item for 2015 AGM**

**1. Objective**

Consistent with the Chow Steel Industries Public Company Limited (‘the ‘Company’’)’s Good Corporate Governance practice ensuring that all shareholders receive equitable treatment, eligible shareholders are invited to propose an agenda item for annual general meeting of shareholder according to the Company’s criteria and procedures.

**2. Shareholder Eligibility Criteria for Submissions**

Shareholders who wish to propose agenda item must be qualified in accordance with the criteria as follow;

- 2.1 Being a holder or a group of the Company’s common share (CHOW).
- 2.2 Holding minimum shares at least 5% of the saleable shares of the Company.
- 2.3 Having continuously held those shares in no. 2.2 for at least six months to the date of the submission.

**3. The Proposal of the Agenda Item(s)**

3.1 The following proposal will not be placed on the agenda:

- 1) A proposal that violates the law, rules, regulations of government agencies of other governing agencies or is not in compliance with the objective, the articles of association, the shareholders’ resolution and the good corporate governance
- 2) A proposal that is about the normal business process of the Company and related issues raised by shareholder is not considered to be unusual
- 3) A proposal that is not beneficial to the shareholders or causing significant damage.
- 4) A proposal that has already proceeded by the Company.
- 5) A proposal that is beyond the control of the Company.
- 6) A proposal by the unqualified shareholder according with the Company provision.

3.2 Conditions and Procedures for considering

- 1) Eligible Shareholders must complete and sign the attached Agenda Item Proposal Form, and together submit along with evidence of ownership of all share’s held satisfied in no.2.2 and 2.3, i.e. certificates of share held issued by a registered securities company, or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand, and any support documents which will be beneficial to consideration process (if any). All of documents should be reached the Company within January 31, 2015 marked to the attention of:

The Company Secretary Office  
Chow Steel Industries Public Company Limited  
209/1 K.Tower, 18<sup>th</sup> Floor, Unit 3, Sukhumvit 21 (Asoke)  
Klongtoey Nua, Wattana, Bangkok 10110

Or the proposal may be submit unofficially via facsimile at 02-260-3100 or email address at [ir@chowsteel.com](mailto:ir@chowsteel.com) before sending the original form and documents to the Board of Directors.

- 2) Where a group of shareholder who satisfied the criteria in no.2 collectively submit a joint agenda proposal, One shareholders must complete and sign Agenda Item Proposal Form, while the rest of shareholders must separately complete part 1 and 2 of the Agenda Item Proposal Form sign the Form, and then together submit with the completed Agenda Item Proposal Form and support documents (if any)
- 3) Where shareholder or a group of shareholders who satisfied the criteria in no.2 would like to propose multiple agenda items, separate forms must be used for each agenda item proposal along with each associated support documents.
- 4) The proposal approved and selected by the Board of Directors will be included as the agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned, the Company will instantly inform the Shareholders with the reason of the Board of Directors' refusal through SET's channel after the Board of Directors meeting or the next official date. Such information will be posed in the Company's website and announce to all shareholders in the AGM.

**Agenda Item Proposal Form**

(1) I am (Mr./Mrs./Miss).....  
 Being the common shareholder of the Company or CHOW, holding..... shares,  
 Residing at ..... Road..... Sub-District.....  
 District .....Province.....Mobile Phone Number.....  
 Home/Office Phone.....e-mail address (if any) .....

(2) I wish to propose agenda item for 2015 Annual General Meeting of Shareholders,  
 Subject:.....  
 Details:.....  
 .....

And have support information beneficial for consideration (such as basis or rationale etc.)  
 .....

And additionally support documents (if any) have been enclosed and certified as a true copy at every page, .....pages in total.

By my signature below, I hereby certify that the information provides in this forms shares' held evidence and support documents are correct.

Signed.....Shareholders  
 (.....)  
 Date .....

Remark The shareholders must enclose the personal documents with Agenda item Proposal Form as follow;

1. Evidence of shareholding, i.e. certificates of shares' held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.
2. Personal documents, i.e.in case the shareholders is a person, he/she must enclose a copy of identification card or passport (in the case of a non-Thai national). Where a shareholder is a registered business, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national)
3. Shareholders can send Agenda Item Proposal Form unofficially via facsimile at 02-260-3100 or email; [ir@chowsteel.com](mailto:ir@chowsteel.com) before sending the original form to the Company.
4. The original Agenda Item Proposal Form must be reached the Company within January 31, 2015 in order to allow the Board of Directors to consider in accordance with the criteria and propose to the 2015 AGM.