

## **Criteria and Procedures of Directors Nomination**

### **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. Nomination of Directors**

#### **3.1 Director Qualification:**

- 1) Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company’s Articles of Association and the good corporate governance practice of the Company.
- 2) Being ethical and integrity leader and should possess good background experienced as well.
- 3) Interested in the Company business and able to devote sufficient time to the Company.
- 4) Not operating any business of similar nature with the Company and which is in competition with the Company for neither a personal nor other person interests.
- 5) Being an expert with knowledge, capability and experience that are beneficial to the Company’s operation.
- 6) Not a political official, a director or an official of any political party.

#### **3.2 Conditions and Procedures for considering**

- 1) Eligible Shareholders must complete and submit the attached Director Nomination Form with required supporting documents as follow;
  - The evidence of ownership of shares’ held, 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.

- The Nominee's written consent to the nomination
- The Nominee qualification documents, i.e. the education and work experience (Curriculum Vitae).
- Any support documents which will be beneficial to board to consider (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 director nomination proposal, One shareholders must complete and sign the Director Nomination Form, while the rest of shareholders must separately complete part 1 and 2 of the Director Nomination Form sign the Form, and then together submit with the completed Director Nomination Form and support documents (if any)
- 3) Where shareholder or a group of shareholders who satisfied the criteria in no.2 would like to nominate multiple directors, separate forms must be used for each nomination along with each nominated director evidence or support documents.
- 4) The Company Secretary will initially review the proposal, and then the Nomination and Remuneration Committee and the Board of Directors will consider the director nominations. The qualified nominee selected by the Board of Directors will be informed and included as agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned down, 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.

**Director Nomination Form**

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

(2) I would like to nominate (Mr./Mrs./Miss).....  
 Age ..... who is duly qualified in accordance with the provision of the Company to be the  
 director. The candidate's written consent to the nomination, candidate's curriculum support  
 documents (if any) have been enclosed and duly certified at every page ..... pages in total.

By my signature below, I hereby certify that the information provided in this forms, shares' held  
 evidence, candidate's written consent to the nomination and other support documents are true and  
 correct

Signed.....Shareholder's  
 (.....)  
 Date.....

(3) I am (Mr./Mrs./Miss) ....., a candidate proposed to be  
 nominated for election as a director, hereby consent to my nomination for election as a director,  
 certify that I am fully qualified in accordance with the provision in no.3.1 of the Criteria and  
 Procedures for Directors Nomination, and agree to adhere to the good corporate governance practice  
 of the Company by my signature below;

Signed.....Candidate  
 (.....)  
 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.