

CHOW.1127/2017

27 February 2017

Subject: Reconfirm plan to spin-off a subsidiary to list in the Stock Market, Schedule of the Annual General Meeting of Shareholders 2017, Omission of Dividend Payment, Capital increase under General Mandate.

To: The President
The Stock Exchange of Thailand

Chow Steel Industries Public Company Limited, (the “Company”) held on the Board of Directors meeting No.1/2017 on February 24, 2017, the board has resolved as follows:

1. To appoint the Corporate Governance (CG) Committee as proposed by Nomination and Remuneration Committee’s Meeting No.1/2017 held on 24 February 2017, the member of CG Committee are as follow;
 - 1.) Associate Professor Dr.Narong Yoothanom Independent Director and Chairman of CG Committee
 - 2.) Mr.Kanawath Aran Independent Director and Member
 - 3.) Mr.Mark D. Remijan Independent Director and Member
 - 4.) Mr.Anavin Jiratomsiri Member
2. To present for approval at the shareholders’ meeting the Financial Statements and the Income Statements for the year ending 31 December 2016 of the Company, which have been reviewed by the Audit Committee and audited by the Company’s Certified Public Accountant
3. Propose to AGM to consider approving of the declaration of dividend payment from the operating result of the year 2016, End 31 December 2016 as follow;
 - a) Allocation of the net profit amount 1,611,740 Baht for legal reserve fund. This is in accordance with the provision of the Public Limited Companies Act, B.E.2535.
 - b) Omission of dividend payment for the year 2016 performance results because the Company is investing in renewable energy through its subsidiaries.
4. To propose for approval at the shareholders’ meeting the reappointment of directors who will retire by rotation, totaling 4 persons as follows:
 - 1) Dr.Pruchya Piumsomboon Independent Director, Chairman
 - 2) Mr.Noppadon Jason Chirasanti Independent Director, Audit Committee Member
 - 3) Mr.Kanawath Aran Independent Director, Audit Committee Member
 - 4) Ms.Koo Man Wai Director

The Nomination and Remuneration Committee has considered the qualifications of the directors who will retire by rotation and has deemed that all 4 persons have the knowledge, ability, experience and expertise that will be advantage for the Company’s operations.

5. To approve the remuneration of the Directors for the year 2017 to be an amount not exceeding 5,000,000 Baht.
6. To propose for approval at the shareholders' meeting the appointment of AST Master Co., Ltd., being independent and expert audit firms. It is proposed to appoint any of the following auditors to be authorized to review and render their opinion on the financial statements of the Company as the auditor of the Company:

- 1) Mr. Pradit Rodruoytook CPA No. 218 and
- 2) Ms. Nongram Laoha-areedilok CPA No. 4334

Also to be proposed for approval that the auditing fee for the year 2017 be an amount not exceeding 1,500,000 baht.

7. To reconfirm the plan to spin-off Chow Energy Public Company Limited ("CE"), a subsidiary of the company, list in the Stock Exchange of Thailand Market of Alternative Investment (hereinafter the "Stock Market"). CE converted into a public company limited and increased its registered capital from Baht 570,000,000 to Baht 760,000,000 by offering 380,000,000 newly issued shares at a par value of 0.50 baht in an initial public offering (IPO) and to allocate for the existing shareholders of the Company pro rata basis to their respective shareholding (Pre-emptive rights).

As a result of the increase in CE's registered capital, the shareholding ratio of the Company in CE will decrease from 87.36% to 65.52% of the registered capital 760,000,000 baht, a decreased of 25.00% less. However, CE will still be the Company's subsidiary after the IPO. The pre and post of shareholding ration is presented below;

Name	Pre Spin-Off		Post Spin-Off	
	No. of shares	%	No. of shares	%
1. Chow Steel Industries Public Company Limited	995,957,180	87.36	1,036,612,440	65.52
2. Mr TanachartPoudpongpaiboon	144,042,300	12.64	103,387,040	9.48
3. Mr Anavin Jiratomsiri	520	0.00	520	0.00
4. Public and the Company's shareholders.	-	0.00	380,000,000	25.00
Total	1,140,000,000	100.00	1,520,000,000	100.00

Which is classified as a disposal of assets of listed company, according to the Notification of the Capital Market Supervisory Board No. TorJor20/2551 including the Section 89/29 of the Securities and Exchange Act, CE's registration in the Stock Market is considered to be a disposition of the assets which has the highest transaction size based size by the net profit method is 18.16% of the consolidated net profit of the Company and subsidiary according to the consolidated financial statements as at 31 December 2016, which is higher than 15% and less than 50%. Therefore, the Company is obligated to prepare a report and disclose information on such transaction to the Stock Exchange as prescribed, and to submit a letter to the shareholders within 21 days from the date of disclosure of the transaction to the Stock Exchange. In addition, the Company will submit the plan on the listing of CE on the

Stock Market and the capital increase with IPO and pre-emptive rights offering to the Company's shareholders meeting for consideration and approval. Additional details shall be found in the information memorandum regarding CE's registration in the Stock Market.

8. To propose for reconfirm at the shareholders' meeting the allocation of new ordinary shares to be issued by Chow Energy Public Company Limited based on their shareholding proportions (Pre-emptive Right) at the amount not exceeding 95,000,000 shares at par value 0.50 baht per share for 25% of the 380,000,000 shares offered which is 25% of the paid up capital after registration in the Stock Market. The Company's Board resolved that the Chairman the Executive Committee, or a person authorized by the Chairman of Executive Committee, is authorized to determine the shareholders' pre-emptive rights to subscribe for lease CE's new ordinary shares and to determine the record date for determining the list of shareholders entitled to the share allocation. Details of the transaction are shown in the information memorandum on the registration of CE on the Stock Market.
9. Approved the increase of the Company's registered capital under General Mandate in amount of Baht 240,000,000 from the current registered capital of Baht 800,000,000 to the new registered capital of Baht 1,040,000,000 by issuing ordinary share in amount of 240,000,000 shares at par value of Baht 1.00 per share and the amendment of clause 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital, by substituting the following content, and the Meeting shall empower a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add content to the amended content as directed by the Registrar

Clause 4.	Registered Capital	1,040,000,000	Baht	(one thousand forty million Baht)
	Divided into	1,040,000,000	Shares	(one thousand forty million share)
	Par value per share	1.00	Baht	(one Baht)
	Divided into			
	Ordinary shares	1,040,000,000	Shares	(one thousand forty million share)
	Preferred shares	-none	Shares	

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

10. Approved the allocation of newly issued ordinary shares under General Mandate in amount of not exceeding 240,000,000 shares at par value of Baht 1.00 per share, accounting for 30% of paid-up capital as of as of the date that the Company's Board of Directors approved the increase of capital under General Mandate as follows:
- (1) Allocate newly issued ordinary shares not more than 160,000,000 shares, accounted for 20% of paid-up capital, to offer for sale to existing shareholders in proportion to their shareholdings (Right Offering)

- (2) Allocate newly issued ordinary shares not more than 80,000,000 shares, accounted for 10% of paid-up capital, to offer for sale to specific persons (Private Placement). The offering price shall not be lower than the market price pursuant to the Notification of the Capital Market Supervisory Board no. TorChor 72/2558 re: Permission for Listed Companies to Offer Newly-Issued Shares to Private Placement, which the offering price shall not be below weighted average of the Company's share prices traded in the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days. In addition, the investor(s) who will be allocated for newly issued ordinary shares shall not be a connected person(s) under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving related transactions B.E. 2546.

In this regard, the Board of Directors shall be authorized to be empowered to do the followings:

- Consider and determine whether share allocation shall be made once or several times later and shall be offered to any group of person or all groups of persons at the same time. Furthermore, the Board of Directors has authority to determine offering price, offering period, and other details and conditions relating to the allotment of newly issued shares.
- Negotiate and execute any relevant documents and agreements, as well as take actions in connection with the allocation of such newly issued ordinary shares
- Execute applications for permission and necessary evidence in connection with the allocation of such newly issued ordinary shares, arrange and submit applications for such permission, documents and evidence to relevant authorities or agencies and list such newly issued ordinary shares on the Market for Alternative Investment (mai)

After the allocation of newly-issued shares according to (1) and (2), the total increase in paid up capital shall not be more than 30% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 240,000,000 shares. Nevertheless, allocating the newly issued shares to existing shareholders according to (1), the total increase in paid-up capital shall not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 160,000,000 shares and allocating the newly issued shares to private placement according to (2), the total increase in paid-up capital shall not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approved the increase of capital or not exceeding 80,000,000 shares.

The Company shall completely allocate the newly issued shares either by the date of the next annual general meeting or by the date required by law to fix the date of the next annual general meeting, whichever is the earlier.

This resolution will be proposed to the Shareholders Meeting for consideration and approval.

11. Approved to determine the date for the Annual General Meeting of Shareholders 2017 on April 21, 2017 at 14.00 hrs., at Victor 3-4 Room, Victor Club, Floor 2, FYI Center 1, No.2525 FYI Center, Rama 4 road, Khlong toei, Bangkok 10110, Thailand.

Approved to fix the date of determining the names of shareholders who shall have the right to attend the Annual General Meeting of Shareholders 2017 on 13 March 2017 (Recorded Date) and to gather the name of shareholders under section 225 of the Securities and Exchange Act B.E.2535 (Amended B.E.2551) by closing the share register book and suspension of share transfer on 14 March 2017

12. The Agenda items the Annual General Meeting of Shareholders 2017 as follows;

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| Agenda 1 | To adopt the minute of the Annual General Meeting of Shareholders 2016 |
| Agenda 2 | To acknowledge the performance results of the Company for the year 2016 |
| Agenda 3 | To approve the statement of financial position and profit and loss statement of the Company for the year ending December 31, 2016 |
| Agenda 4 | To approve allocation of net profit as legal reserve fund and no dividend payment for operation results of the year 2016 |
| Agenda 5 | To approve the appointment of the auditor and determination of the auditing fee for the year 2017 |
| Agenda 6 | To approve the election of directors to replace the directors who retire by rotation |
| Agenda 7 | To approve the determination of remuneration of directors for the year 2017 |
| Agenda 8 | To reconfirm plan to spin-off Chow Energy Public Company Limited to list in the Stock Market. |
| Agenda 9 | To reconfirm the allocation of new ordinary shares to be issued by Chow Energy Public Company Limited based on their shareholding portions (Pre-emptive Right) at the amount not exceeding 95,000,000 shares, par value baht 0.50 baht per share for 25% respectively of the 380,000,000 ordinary shares to be offered. |
| Agenda 10 | To approve the increase of the Company's registered capital under a General Mandate in amount Baht 240,000,000 and the amendment of clause 4 of the memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital |
| Agenda 11 | To approve the allotment of newly issued ordinary shares under a General Mandate in amount of not exceeding 240,000,000 shares at par value of Baht 1.00 per share to offer for sale to existing shareholders in proportion to their shareholders (Right Offering) in amount not exceeding 160,000,000 shares and to specific person (Private Placement) in amount not exceeding 80,000,000 shares. |
| Agenda 12 | Other matters. (If any) |

Please be informed accordingly.

Yours Sincerely,

(Mr. Anavin Jiratomsiri)

The Chairman of the Executive Committee