

**Criteria for the rights of shareholders to propose agenda,  
And nomination of qualified candidates for directorship in the Annual General Meeting (AGM).**

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In line with Siam Steel International Public Company Limited's policy of following the principles of Good Corporate Governance relating to the equitable treatment of shareholders, eligible Company shareholders are invited to propose in advance agenda issues for the Company's Annual General Meeting that they consider important and beneficial. Shareholders are also invited to nominate qualified candidates for election to the Company's Board of Directors, under the criteria below.

**Criteria**

**1. Qualification of shareholders who will have the right to propose AGM agenda / Nomination of director candidates.**

A shareholder or a group of shareholders who holds shares with at least 5 percent of the total voting rights of the Company.

**2. Related evidential document**

- Evidence of Identification i.e. Photocopy of Identification Card or Passport (for foreigners).

For juristic person, must enclose Certificate of the Company Registration with photocopies of Identification Card or Passport of the authorized Directors who signed in Form A. duly certified correct.

- Evidence of shareholding period i.e. Certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by such shareholders.

- Different supporting documents in support of the consideration (if any).

**3. Proposal of the agenda**

To assist the Board's consideration, the following information is requested from shareholders making proposals:

3.1 Complete the agenda proposal form for Annual General Meeting of Shareholder (Form A) and affix the name together with the evidence as specified as following;

3.2 In case of more than one shareholder wish to propose the subject as shareholder meeting agenda, each shareholder shall complete form A and affix the names together with the evidence as specified. All documents shall be made in one set and then specify a person who is assigned to coordinate with the company.

3.3 In case that the shareholder wishes to propose more than one agenda, he/she shall complete one Form A for one proposed agenda.

3.4 Objective and description of the proposal to assist the Board's consideration, such as relevant facts, rationale, issue at stake, and benefit to the Company.

The proposal shall indicate whether it is the matter proposed for information, for approval or for consideration, as the case may be.

4. **Proposal of the name of Directors**
  1. Suitable qualifications and forbidden natures of the Directors
    - 1.1 Being a knowledgeable and skillful person and conducting the business which is related to the business operation of the company and being ready to sacrifice the time in working for the company with full capacity.
    - 1.2 Not being forbidden under the Public Companies Act B.E.2535 (1992), Securities and Exchange Act B.E.2535 (1992), related announcement and the good corporate governance principle of listed companies.
    - 1.3 Have leadership qualities, vision, morality, and freedom to make decision which will create the maximum benefit to the company and shareholders. To use his/her knowledge, competency and experience for the benefit of the company's business and have a pure interest in business's activities.
  2. The shareholder who has complete qualifications determined by the company can make a proposal of the person who has suitable qualifications to be appointed as Director in advance before the meeting as following;
    - 2.1 Complete the director nomination proposal form for Annual General Meeting of Shareholder (Form B) and affix the name together with the evidence as specified.
    - 2.2 In case of more than one shareholder wish to propose the person as the company director, each shareholder shall complete form B and affix the names together with the evidence as specified. All documents shall be made in one set and then specify a person who is assigned to coordinate with the company.
    - 2.3 In case that the shareholder wishes to propose more than one person, he/she shall complete one Form B for one nominee
    - 2.4 Complete the Director Nominee Personal Information Form for Annual General Meeting of Shareholder (Form C) and affix the name of a person whose name is proposed together with the supporting document which are certified by the person whose name is proposed such as copy of Identification card or copy of passport (In case of foreigner), copy of house registration, copy of educational evidence, current or latest work certificate. All documents must be certified true copy. In case that more than one name is proposed, please fill one form for one nominee.

**Period of submitting the agenda and nominee.**

The shareholder(s) may submit the above proposal (together with information and documents as required) for the Shareholders' AGM from December 3, 2018 until January 16, 2019 and the Company shall deem that the postal date is the date of delivery, by post to:

The Company Secretary  
Siam Steel International Public Company Limited.  
Compliance & Investor Relation,  
51 Moo 2 Poochaosamingprai Road, Bangyaprak, Prapradaeng, Samutprakarn 10130

**The Company May Decline to Include the Proposed Matter as an Item for the Agenda.**

For an efficient AGM, the Company reserves the right to refuse to include the proposed matter as an item for the agenda if;

- 1) The proposed matter does not comply with the rules prescribed by the laws or the notifications of the Capital Markets Supervisory Board, or violates any laws, notifications, rules, or regulations of the government departments or any authorities supervising Companies, or does not comply with the Company's objectives, Articles of Association, shareholders' resolutions, or the principles of good corporate governance;
- 2) The proposed matter relates to the Company's normal course of business and the facts stated by the shareholders do not, for reasonable grounds, indicate any irregularity of such matter;
- 3) The proposed matter has already been conducted by the Company;
- 4) The Company considers the proposed matter unnecessary to be included as an item for the agenda or the proposed matter is within the scope of the management authority of the Board of Directors of the Company unless such matter shall have material adverse effect on shareholders as a whole;
- 5) The proposed matter will benefit a person or specific group of persons or will not be beneficial to the Company's operations;
- 6) The proposed matter is beyond authority of the Company to produce the intended result;
- 7) The proposed matter was submitted to the shareholders' meeting for its consideration within the previous 12 months and the supporting votes received was less than 10 percent of the total number of voting rights of the Company, unless the facts pertaining to the proposed matter which has been resubmitted have significantly changed from those existing at the time of the previous shareholders' meeting;
- 8) The information provided by the shareholder(s) for the proposed matter is incomplete or inaccurate or untrue or ambiguous or the Company cannot contact the shareholder(s) who proposed the agenda.
- 9) The matter is proposed by the shareholder(s) who does not meet all the shareholding requirement;
- 10) Any other cases as specified in the notifications of the Capital Markets Supervisory Board.

**The Company's Operation after Receiving the Proposal from the Shareholder(s)**

The Company Secretary will submit the matters proposed to the independent directors of the Company, who will consider such matters and recommend to the Board of Directors whether to include or decline to include the proposed matters in the agenda of the Shareholders' AGM.

In the case where the Company declines to include the matters proposed by the shareholder(s) as the agenda item in the Shareholders' AGM, such decision and the reasons therefore will be reported by the Company at such Shareholders' AGM.