

Invitation to the 2022 Annual General Meeting of Shareholders  
SIAM STEEL INTERNATIONAL PUBLIC COMPANY LIMITED (SIAM)

Thursday 28<sup>th</sup> April 2022 at 03.00 p.m.

Head Office, 51 Moo 2 Poochaosamingprai Rd., Bangyaprak Sub-district, Phrapradaeng District,  
Samutprakarn Province, Thailand

Registration starts at 01.00 p.m.

Please bring the Notification of Meeting with barcode to the meeting

No Tokens To Be Given: In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the annual general meeting of shareholders, there will be no token given to the shareholders at the 2022 AGM of the Company. Neither lunch box nor coffee or tea will be served in order to minimize personal direct contact in which may risk the infection of the disease.

**Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)**

According to the outbreak of Coronavirus Disease 2019 (COVID-19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act B.E. 2558 (2015).

With our deep concern over the health of the meeting attendees from the spread of COVID-19, SIAM, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who are in a high-risk situation, e.g. or showing any sign of respiratory symptoms, are advised to proxy a representative or SIAM's Independent Director as per the conditions and procedures stated in the attachment. In any case, **SIAM shall reserve the right to deny any high-risk attendees' entry into the meeting.**
2. SIAM shall conduct health screening with Antigen Test Kit (ATK), in compliance with the guideline of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom or ATK result is Positive, **SIAM shall reserve the right to deny entry into the meeting.** In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting.
3. With our deep concern over the health of the shareholders, SIAM asks for your kind cooperation even those who are not in the risk group, proxy SIAM's Independent Director to attend the meeting.
4. The venue will be sanitized and cleaned prior to the meeting. SIAM kindly requests everyone to prepare and wear a facemask at all times.
5. Participants in the meeting will be seated with appropriate social distancing, by leaving two alternate seats free on both sides, which will significantly reduce the number of seats available in the meeting room. When the seats are fully occupied, no more participants will be allowed to enter the meeting room.

SIAM reserves the right to issue any additional measures as necessary.

51 MOO 2, POOCHAO RD., BANGYAPRAK, PHRAPRADAENG, SAMUTPRAKARN 10130, THAILAND.

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No. SIAM 004/2022

March 18, 2022

Subject: Invitation to Annual General Meeting of Shareholders for the Year 2022

Attention: The Company's Shareholders

- Enclosure:
- 1) Registration Form required to be utilized on the Meeting date which contain information Form 56-1 One Report of the Company and the Financial Statements for the fiscal year ended December 31, 2021 (QR Code)
  - 2) A copy of Minutes of the 2021 Annual General Shareholders' Meeting
  - 3) Name lists with educational background and working experience of the nominees proposed to be elected as directors of the Company to replace the directors who retire by rotation
  - 4) Qualification of Independent Director which is prescribed by the Company
  - 5) Scope and authority of subcommittee
  - 6) Information on working background and experience of the auditors
  - 7) A and B Proxy Forms (B Proxy Form is recommended as it is detailed and clear)
  - 8) Details of Independent Director (proxy for Shareholders)
  - 9) Documents or evidence showing the right to attend the Annual General Meeting of Shareholders and process of attending the Meeting
  - 10) Articles of Association of the Company related with Shareholders' Meeting.
  - 11) Map to the venue of the Shareholders' Meeting
  - 12) Request Form for 56-1 One Report

The Board of Directors of Siam Steel International Public Company Limited has resolved to convene the 2022 Annual General Shareholders' Meeting on Thursday April 28, 2022 at 3.00 p.m. (Registration Time starts at 1.00 p.m.) at the Company's head office located at No. 51 Moo 2, Poochaosamingprai Rd., Bangyaprak, Phrapradaeng, Samutprakarn Province, to consider the following matters:-

**Agenda Item 1 To certify the minutes of the 2021 Annual General Shareholders' Meeting held on April 29, 2021**

**Objective & Rationale**

The 2021 Annual General Shareholders' Meeting held on April 29, 2021. A copy of the minutes is submitted to the Stock Exchange of Thailand, Ministry of Commerce as stipulated by laws. The minutes were accurately recorded and posted on the Company's website (www.siamsteel.com) for the Shareholders' mutual consideration and certification (Details are shown per Enclosure No.2)

**Opinions of the Board of Directors**

The Board of Directors is of the opinion that the Shareholders should adopt such minutes.

**Resolution**

This Agenda requires affirmative resolution with the majority of vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

**Agenda Item 2** To acknowledge the Company's operation results for the fiscal year 2021

**Objective & Rationale**

To report the Company's operational results for the fiscal year 2021 as shown in the 2021 Form 56-1 One Report. Such Report is submitted to the Shareholders together with the Invitation Letter to the Meeting for their acknowledgement. The resolution, therefore, is not required.

**Opinions of the Board of Directors**

The Board of Directors is of the opinion that the Shareholders should acknowledge the Company's operational results for the fiscal year 2021.

**Agenda Item 3** To consider for approval of the Financial Statements for the fiscal year ended December 31, 2021

**Objective & Rationale**

Board of Directors has prepared the Company's financial statements for the fiscal year ended December 31, 2021, in order to be submitted to the Annual General Meeting of Shareholders for its consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 1992.

**Opinions of the Board or Directors**

The Board of Directors is of the opinion that the Shareholders should approve the Company's financial statements for the fiscal year ended December 31, 2021. These have been audited by the Certified Public Accountant and reviewed by the Audit Committee, as detailed in Form 56-1 One Report.

**Resolution**

This Agenda requires affirmative resolution with the majority of vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

**Agenda Item 4** To consider for approval of the dividend payment for the Company's operation results of the fiscal year 2021

**Objective & Rationale**

According to the audited financial statements of the Company for the fiscal year 2021, the Company reported the net profit in separate financial statement in the amount of Baht 10,737,812.31. The dividend payment policy has fixed at the minimum 40% of the net profit of separate financial statement after tax and reserve fund required by law, and such dividend payment does not significantly affect the Company's usual operation. In considering payment of dividend, operation results, financial status, work-expansion plan, etc. shall be taken into account. Moreover, such dividend payment must obtain an approval from the shareholders' meeting.

However, by virtue of Section 116 of the Public Limited Company Act B.E. 1992, the Company shall allocate a part of net profits as a reserved fund which is not less than five percent of annual net profits, less accumulated deficit brought forward (if any) until this reserved fund attains an amount not less than ten percent of the registered capital. At present, the reserve fund has completely been allocated according to the law which is 10 percent of the registered capital.

**Opinions of the Board of Directors**

According to the Company's operational results of the fiscal year 2021, the separate financial statement showed the net profit of Baht 10,737,812.31

So, the Board of directors was viewed as proper to propose to the Shareholders Meeting for approval of the dividend payment for the Company's operation results of the fiscal year 2021, at the rate Baht 0.01 per share according to the dividend payment policy.

**Table of comparison of the dividends for the work performance for the year 2021 and the year 2020.**

<b>Details of dividend payment</b>	<b>2021</b>	<b>2020</b>
1. Net profit (loss) in the Company's separate financial statement (Baht)	10,737,812.31	72,961,851.40
2. Number of shares	593,125,849	593,125,849
3. Amount of dividends paid per share (Baht/share)	0.01	0.05
4. Total amount of dividends paid (Baht)	5,931,258.49	29,656,292.45
5. Rates of dividend payment per net profit (%)	55.24	40.65

**Resolution**

This Agenda requires affirmative resolution with the majority of vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

**Agenda Item 5 To consider for election of directors in place of those who retired by rotation**

**Objective & Rationale**

Pursuant to Section 71 of the Public Limited Company Act B.E. 1992 and Article 19 of the Articles of Association of the Company, one-third, or the nearest number of the Board of Directors, shall retire from office in the Annual General Meeting of Shareholders each year. The retired directors may be re-elected.

The following directors will retire by rotation:

- |                   |                |                      |
|-------------------|----------------|----------------------|
| 1) Mr. Manu       | Leopairote     | Independent Director |
| 2) Mr. Sakthip    | Krairiksh      | Independent Director |
| 3) Mrs. Naphaporn | Hoonthanasevee | Director             |
| 4) Mr. Surapol    | Kunanantakul   | Director             |

On its website, the Company invites all Shareholders to propose agenda and qualified candidates for a directorship from December 3, 2021 to January 14, 2022. Despite the invitation, neither agenda nor candidates were proposed.

The Nomination and Remuneration Committee therefore has undertaken the procedures of nomination by considering persons who are knowledgeable, competent, experienced and qualified as per requirements of the Public Limited Company Act B.E. 1992, Announcements of the Securities and Exchange Commission and the relevant Announcements of the Stock of Exchange of Thailand as well as the results of assessment of working performance in the positions and by duties from their previous terms. In the best interests of the Company, those 4 Directors were scrutinized and considered by the board of directors, and their qualification are very suitable for company's business. 4 Directors who retired by rotation are proposed to be re-elected to resume the directorship for another term, the background of whom in details together with the qualifications of Independent Directors specified by the Company are attached (Enclosures No.3 and No.4).

Moreover, qualifications of independent directors regarding shareholding prescribed by the Company are more intensive than the definition of independent directors specified by the Securities and Exchange Commission and the Stock Exchange of Thailand.

### **Opinions of the Board of Directors**

The Board of Directors, excluding interested Directors, resolves to propose the re-election of the following 4 Directors who are required to retire by rotation for the Shareholders' Meeting's consideration since the Board of directors is of the opinion that 2 Director has served on the Board of directors beyond nine years from the date of his appointment already particularly rigorous review of his continued independence and 4 Directors have qualifications as prescribed by laws as well as more knowledge, competency and experiences in relation to the operations of the Company:

- |                   |                |                      |
|-------------------|----------------|----------------------|
| 1) Mr. Manu       | Leopairote     | Independent Director |
| 2) Mr. Sakthip    | Krairiksh      | Independent Director |
| 3) Mrs. Naphaporn | Hoonthanasevee | Director             |
| 4) Mr. Surapol    | Kunanantakul   | Director             |

### **Resolution**

According to Articles of Association of the Company, the appointment of Directors requires affirmative resolution with the majority of vote of Shareholders with the following rule and procedures:

- (1) One Shareholder shall have one vote for each share;
- (2) Each Shareholder shall exercise all the votes he has under (1) to appoint one or several person (s) to be director(s), provided that he cannot divide his votes to any person to any extent.
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

For the conformity with the Principles of the Good Corporate Governance, the Company provides an opportunity for the Shareholders to exercise the right to vote on individual nominees by proposing the Shareholders' Meeting to cast the vote on individual basis.

## **Agenda Item 6** To consider fixing remuneration of directors and subcommittees for the year 2022

### **Objective & Rationale**

To request the Shareholders' Meeting to consider fixing the remuneration of directors and subcommittees. The Nomination and Remuneration Committee has considered the remuneration of directors and subcommittees by taking into account the assigned duties and responsibilities (details of which are reflected as per Enclosure No. 5) and the operational results of the directors and subcommittees comparable to companies listed in the Stock Exchange of Thailand which are in the similar industrial field and of the similar size of business as well as overall economic conditions as follows:

**Information on the remuneration of directors and subcommittees in comparison between the year 2022 and the year 2021**

Details	2022	2021
<b><u>The Board of Directors</u></b>		
- monthly remuneration (per person)	Baht 20,000	Baht 20,000
- meeting allowance (per person and per number of meeting attendance)	Baht 15,000	Baht 15,000
<b>Remarks</b> For the Company's non-executive directors only as the executive directors already receive the remuneration for the executive position.		
<b><u>Subcommittees, paid to the chairman and directors</u></b> (per person and per number of meeting attended)		
1. Audit Committee - meeting allowance	Baht 15,000	Baht 15,000
2. Nomination and Remuneration Committee - meeting allowance	Baht 10,000	Baht 10,000
3. Corporate Governance Committee - meeting allowance	Baht 10,000	Baht 10,000
4. Risk Management Committee - meeting allowance	Baht 10,000	Baht 10,000
* Other remuneration	-None-	-None-

**Opinions of the Board of Directors**

The Board of Directors is of the opinion that the Shareholders should approve the remuneration of directors and subcommittees according to the Nomination and Remuneration Committee.

**Resolution**

This Agenda requires affirmative resolution with not less than two-third of the total number of votes of Shareholders attending and casting votes at the Meeting provided that any shareholders who hold the Company's shares or have interest in such matter shall have no right to vote in this Agenda.

**Agenda Item 7** To consider appointing auditors and fixing their remuneration for the year 2022

**Objective & Rationale**

Section 120 of the Public Company Act B.E.1992 requires that the Annual General Meeting of Shareholders appoint the auditors and determine their remuneration. Existing auditors are eligible for re-appointment.

In addition, as prescribed by the Notification of the Securities and Exchange Commission No. Gor Jor 39/2005 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no. 20), and on January 1, 2019, in accordance with the international standard, the Company revised the criteria of the rotation of the auditors and the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven consecutive financial years. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

### **Opinions of the Board of Directors**

The Board of Directors has considered and is of the opinion that it is proper to propose the Shareholders' meeting to appoint the auditors and fix the remuneration for the year 2022 as per the Audit Committee's recommendations based on which the Company's auditors' qualifications, experiences and expertise have been considered (details of which are shown as per Enclosure No. 6) and the remuneration for an audit has been fixed as follows:

1. Appointment of the auditors from Dharmniti Auditing Co., Ltd. as the Company's auditors as follows:

<b>Name list of auditors</b>	<b>Registration No.</b>	<b>Number of years signing the Company financial statements</b>
1. Miss Wannisa Ngambuathong and/or	6838	3
2. Miss Chutinant Kopraserthaworn and/or	9201	-
3. Miss Chotima Kitsirakorn	7318	-

2. The total remuneration of the auditors is not exceeding Baht 2,742,000 as follows:

<b>Particular</b>	<b>2022</b>	<b>2021</b>
- Annual Audit Fee	Baht 940,000	Baht 905,000
- Fee for an audit of quarterly financial statements, totaling 3 quarter	Baht 1,802,000	Baht 1,878,000
*Other service charges	None	None
<b>Total Amount</b>	<b>Baht 2,742,000</b>	<b>Baht 2,783,000</b>

The proposed auditors have no relationship or have benefits with the Company, subsidiary companies, management, and major shareholders or other related persons and do not work with the same auditing firm of subsidiary companies/associated companies because such subsidiary companies/associated companies must use the same auditing firm of the overseas parent company. The Board of directors ensure that the financial statement shall be prepared on time.

### **Resolution**

This Agenda requires affirmative resolution with the majority of vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

### **Agenda Item 8 To consider other matters (if any)**

The Share Register will be recorded for share transfer in order to determine the right to attend the 2022 Annual General Shareholders' Meeting on March 18, 2022.

You are cordially invited to attend this Meeting as per date, time and venue stated above. The registration will be opened from 1.00 p.m. on April 28, 2022 For the Shareholders who wish to attend the Meeting, please bring your identification card, or government official identification card, or driver license to evidence your right to attend the Meeting.

If you wish to appoint other person(s) to attend and vote at the Meeting, please fill out and affix the signature in either A Form Proxy or B Form Proxy (B Form is recommended as it is detailed and clear), and duly affix the stamp duty (As per the Enclosure No. 7). A proxy who is willing to attend the meeting must present a document or evidence for identification in order to attend the Shareholders' Meeting (as per the Enclosure No. 9), and deposit it with the chairman of the Meeting and/or a person designated by the chairman prior to attending the Meeting.

In addition, in case where Shareholders are foreigners, they may appoint Custodians in Thailand for share deposit and looking after shares. The appointment can be made by using C Form Proxy which can be downloaded from the Company's website and then send to the Company in advance or give it to your Proxy in order to present the same to registration officers the prior to the begin of Meeting.

For Shareholders' right and benefit, in case you are unable to attend the Meeting by yourself but wish to appoint the Company's Independent Director to vote on your behalf, please complete and duly execute the Proxy in favor of Mr. Spong Chayutsahakij or Mr. Lec Sicoravit, Independent Directors who are not the interested persons in the proposed Agenda in this Meeting. The completed and executed proxy should be submitted together with the required documents to Siam Steel International Public Company Limited, Compliance & Investor Relation Section 51 Moo 2, Poochaosamingprai Rd., Bangyaparak, Phrapradaeng, Samutprakarn 10130, Thailand. We will appreciate if your proxy and required documents reach us before **April 28, 2022**.

Yours sincerely,



(Mr. Wanchai Kunanantakul)  
The Chairman

Remarks:

1. To facilitate the registration, the Shareholders or Proxies are suggested to bring the Registration Form with barcode (Enclosure No.1) for registration on the Meeting Date.
2. The Shareholders can view the Invitation Letter of the Shareholder's Meeting and relevant documents on the Company's website at [www.siamsteel.com](http://www.siamsteel.com) from March 25, 2022 henceforth.
3. For the most benefits to the Shareholders and to maintain their rights, If you wish the Company to clarify any queries regarding the Agenda in this Meeting, please send your queries to Email : [sathit.t@siamsteel.com](mailto:sathit.t@siamsteel.com) or to the Company's address No. 51 Moo 2, Poochaosamingprai Rd., Bangyaparak, Phrapradaeng, Samutprakarn 10130.
4. Any Shareholders who wish the Company to deliver the 2021 Form 56-1 One Report, please complete details (as per Enclosure no.12) and send to Email: [sathit.t@siamsteel.com](mailto:sathit.t@siamsteel.com) via facsimile 0 2384 2330 or via post to Siam Steel International Public Company Limited, Company Secretary, 51 Moo 2, Poochaosamingprai Rd., Bangyaparak, Phrapradaeng, Samutprakarn 10130.
5. To facilitate the Shareholders who will attend the Meeting, the Company provides vans for transportation which will park at the Shell petrol station near Bearing BTS Station and depart at 1.30 p.m. For the return trip, the vans will leave the Company after the Meeting (approximately at 5.30 p.m.).
6. The Company provides stamp duties for affixing the proxy to the Proxies registering for attending the Meeting.

Compliance & Investor Relation Section  
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