



บริษัท ศูนย์บริการเหล็กสยาม จำกัด (มหาชน)  
SIAM STEEL SERVICE CENTER PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107537002052  
REGISTRATION No. 0107537002052



MINUTES OF THE ANNUAL ORDINARY SHAREHOLDERS' MEETING NO. 1/2023

OF

SIAM STEEL SERVICE CENTER PUBLIC COMPANY LIMITED

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**Time and Place.**

The Meeting was held at 15.00 hours on April 28, 2023 at the conference room, 1<sup>st</sup>Floor, Siam Steel International Public Company Limited Building, No. 51 Moo 2, Poochaosamingprai Road, Bangyaprak Sub-district, Prapradaeng District, and Samutprakam Province.

**Preliminary Proceeding.**

Mr.Wanchai Kunanantakul was elected Chairman of the meeting. Directors present at the Meeting 12 directors present, (Equal to 100 %), as follows:

1. Mr. Wanchai Kunanantakul Chairman of the Board / Chairman of the meeting
2. Mr. Surasak Kunanantakul President
3. Mr. Surapol Kunanantakul Vice President
4. Mr. Hiroyuki Inoguchi Vice President /Sustainability Committee and Risk Management Committee
5. Mr.Taku Yamada Director and Authorized Director/ Sustainability Committee and Risk Management Committee and Senior General Manager Metal Construction Products Department.
6. Mr. Pongsak Angsupun Independent Director/Audit Committee Chairman /Chairman of the Risk Management Committee /Corporate Governance Committee and Nomination and Remuneration Committee
7. Mr. Vichit Vuthisombut Independent Director/ Audit Committee Member/ Risk Management Committee/ Corporate Governance Committee and Nomination and Remuneration Committee
8. Dr. Damri Sukhotanang Independent Director /Audit Committee Member /Chairman of the Corporate Governance Committee / Risk Management Committee and Sustainability Committee.
9. Assoc.Prof.Dr. Sucharit Koontanakulvong Independent Director /Audit Committee Member /Chairman of the Nomination and Remuneration Committee / Chairman of the Sustainability Committee and Risk Management Committee
10. Mr. Jun Murase Non-Executive Director
11. Mrs. Naphaporn Hoonthanaseeve Non-Executive Director
12. Mr. Sitichai Kunanantakul Non-Executive Director



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**Auditor present at the Meeting from Grant Thornton Co., Ltd.**

1. Mr. Somckid Tiatragul
2. Ms. Chonlada Bunrod

**Management present at the Meeting**

1. Mr. Navarat Chanamoon, Senior General Manager Production / CFO
2. Mr. Wittaya Tanggamchit Deputy General Manager Marketing Department

The Chairman stated that the shareholders were present, in person **8 persons** representing **299,210** shares, and proxies **40** persons representing **423,334,948** shares, totaled **48 persons**, accounted for **423,634,158** shares, which number was in excess of the one-third of the total **639,997,880** shares, thereby constituting and declared the Meeting duly convened.

Before the meeting had made a discussion on the agenda of the meeting, the Chairman assigned the Mr. Hirun Komolhirun, Company Secretary, as a Secretary of the Meeting to conduct the meeting and to clarify the voting methods on the agenda as follows.

1. According to Clause 40 of the regulations of the company, each shareholder has one vote per share to cast a vote in the meeting of shareholders.

2. The resolution of the meeting of shareholders to approve each agenda indicated in the letter calling for this meeting by without change in the sequence of the agenda and requires to be a majority vote made by the attending shareholders eligible to cast the votes except agenda 2 the shareholders were not required to vote, as it was only to acknowledge, the payment of remuneration under agenda 6 shall be in accordance with the resolution of the meeting of shareholders, supported by votes not less than two-thirds of the total votes of shareholders present.

3. Regarding voting for the matter in each agenda, if there were no objection or disapprove or abstain made by any shareholders, it shall be deemed that all the shareholders approve or agree with the proposed resolution and if there were any objection, disapprove or abstain by any shareholders such objection, disapprove or abstain should be made by casting in the ballot provided by the Company specifying the shareholder's name, amount of holding shares and vote rights. Such shareholders were required to raise their hand and the Company's staff would take such ballots for further calculation. The Company would deduct the vote for objection, disapprove and abstain from the total votes of the shareholders present for approval.

4. For those shareholders arranging the other to attend and vote by proxy the Company had put such shareholders' vote whatsoever approve, disapprove or abstain recorded in the computer system for calculation in each resolution and hence the proxy holder needed not to vote again. But if the shareholder (granter of the proxy) did not state his/her preference on the form or states it unclearly, the proxy can vote on behalf of the shareholder and follow the procedure as mentioned in the above paragraph. The Company staff will then collect the voting card from the proxy as if collecting from the shareholder.



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The above-mentioned procedures shall be used for every agenda item, except for agenda Item 5 on electing directors to be retired by rotation. In order for such election process to follow good practices as specified in the Securities and Exchange Commission project on quality Shareholders' Meetings and of the Thai Investors Association, which aims to enable transparency and verifiable in the counting of votes, it is therefore requested that all shareholders attending the Meeting irrespective of whether they approve, disapprove, abstain, to record their preferences on the voting cards. The Company staff will then collect voting cards from every shareholder for counting. And, in order to speed up the vote counting, the Company will collect only voting cards of only those who disapprove and abstain on an agenda item. Also, after the end of the Meeting, shareholders are requested to return all voting cards to the Company staff.

5. In the Annual General Meeting of Shareholders No.1/2023, the Company had provided the opportunity for the minority shareholders to propose the agenda for the meeting and suitably qualified candidates of the Company's Board of Directors in advance during December 1, 2022 to December 31, 2022 the Company already specified the criteria of proposals in the company's website and it appeared that no agenda and candidates of the Company's Board of Directors from such shareholders had been proposed.

For any questions concerning the proposed agendas, the Company welcomes opportunity to clarify these matters in the Meeting. By the shareholders to submit questions in advance to the Company before the meeting. But there were no shareholders to submit questions.

Under the spread of COVID-19, the Company determined the meeting of the preventive measures and practices by encouraging all shareholders to wear a face mask at all times and sit at the arranged area. Prior to cast vote in any agenda, any Shareholder who wishes to ask questions was requested to write his question in the provided paper and declare his name and surname and deliver to the staff instead of asking via microphone and if the shareholders not specifying the name-surname, the Company shall reserve the right to skip questions or suggestions due to incomplete information.

To conform to the Principles of Good Corporate Governance for Listed Companies 2017, the Company invited a shareholder to be a volunteer joining the examination of vote counting and the volunteering shareholder is Mr.Pongpalin Vairiyapitak, and in this meeting, the Company has recorded the meeting in the form of video media which will be published on the Company's.

After Mr. Hirun Komolhirun to the Board of Director already clarifies the voting criteria, the Chairman conducted the meeting according to the agenda as follows.

( Just before consideration for Agenda 1, an additional 2 more shareholders, accounted for 3,405,100 shares, in person 10 persons representing 3,704,310 shares, and proxies 40 persons representing 423,334,948 shares, totaled 50 persons, accounted for 427,039,258 shares)



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**Agenda 1** To ratify of the Minutes of the Annual Ordinary Shareholders' Meeting No. 1/2022 held on April 29, 2022.

The Chairman asked the Meeting to consider the Minutes of the Annual Ordinary Shareholders' Meeting No. 1/2022 held on April 29, 2022 copies of which had been distributed to the shareholders in advance together with the Notice.

**Resolved:** - Having read and checked, the Meeting unanimously resolved to confirm the said minutes, with the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved	427,039,258	Votes, equal to	100 %
Disapproved, Abstained	-None-	Votes, equal to	-
Voided ballot	-None-	Votes, equal to	-
Question of Shareholders	-None-		

**Agenda 2** To acknowledge the previous year's operation and next year projected plan of the Board.

The Chairman asked Mr. Surasak Kunanantakul, President, to report in this agenda.

Mr. Surasak Kunanantakul, President, informed the meeting that in the past year's operation to the meeting as of December 31, 2022. From the consolidated financial statements, the Company have revenue generated from the sale, installation and services of the year 2022 Increase from **4,628.13 Million Baht to 5,458.92 Million Baht, Increase 830.79 Million Baht**, which was equal to **17.95 %** from the year 2021 which was higher than the Company's target that we expected the sales volume at more than 10%.

For the operating results according to the consolidated financial statements for the year 2022, the company had a total net profit of **216.99** million baht, compared to the year 2021 with a total net profit of **234.58** million baht. In 2022, the net profit decreased by **17.59** million baht or decreased by **7.50 %**.

Because the cost of sales and expenses increased at a higher rate than the increased sales and currently, the steel market situation is highly competitive, it is difficult to adjust the product price and uncertainty about the economic situation is a limitation to the business operations of entrepreneurs in various related industries.

The Company has recognized on the importance of efficiency in every aspect, besides of the continual improvement of machinery and production process.

The company is also committed to operating the business under the vision of the Company as follows:

“Business operation incorporating good governance with empathy, access ability, and continual collaborative innovation development toward customers' satisfaction; treating shareholders, customers, business partners, and employees equally; responding to economy, environment, society, and safety; acts collectively against all forms of corruption.”

In addition, the Company is certified by the Ministry of Industry that we have implemented the standard guideline of Sufficiency Economy in Industrial Sector (TIS 9999 Volume 1-2013) in our workplace in order to contribute the development of personnel and organization, make balancing in economic, social, environment, stability, sustainable



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growth and employees are happy and ready to face with changed environment both inside and outside including the uncertainty.

And in addition to Sufficiency Economy in Industrial Sector (TIS 9999 Volume 1-2013), the Company has also operated more efficiently and effectively under the Quality Management System ISO 9001, IATF 16949, Environmental Management System ISO14001, Safety Standard ISO 45001, Energy Management Standard ISO 50001 and the Thai Labor Standard (TLS 8001-2003), the company also has a policy to carry out its corporate social responsibility continually under ISO 26000 and to enhance competitiveness and sustainable growth, the company has developed Improve the organization by implementing the innovation management system ISO 56002 as a guideline for developing people in the organization to generate ideas, open minds to business models and new methods using innovation. In order to increase business opportunities and open new markets and sustainable growth. From the above, the Company won various awards as following.

1. Thailand Sustainability Investment Award for the 8<sup>th</sup> consecutive year (2015 – 2022) from the Stock Exchange of Thailand
2. Highly Commended Sustainability Awards year 2022 : SET Awards 2022 (Sustainability Excellence) from the Stock Exchange of Thailand
3. Investors' Choice Award with AGM mark 100% for consecutive 12 years (2011-2022) from Thai Investors Association.
4. Honored as a human rights model organization (Good Level) Year 2022, Business category (large) from International Human Rights Division – Rights and Liberties Protection Department, Ministry of Justice.
5. Honorable Award on CSR-DIW AWARD for consecutive 10 years (2013-2022), Corporate Social Responsibility Standard of industrial entrepreneur and
6. Certified as a Green Industry from the Ministry of Industry, level 4 Green Culture. Because everyone in the organization cooperates to work together Environmentally friendly in all aspects of business operations until becoming part of the corporate culture. (Year 2019 – 2022)
7. Certified as an Eco Factory from the Federation of Thai Industries.
8. Certified Membership alignment private practice in Thailand to fight corruption, to show that the company has a system of Anti-corruption of continuous 7 years (Year 2015-2022)
9. Thailand Labour Management Excellence Award 2022 and the outstanding reward for labor relationship and welfare of continuous 20 years (Year 2003-2022) from the Ministry of Labor.

In addition, there are other awards as reported in Annual Report 2022 that have been sent to shareholders.

## **Goals for the year 2023**

The Chairman informed the meeting as follow: -

- 1) The company expects total revenues from sales, installations and services in 2022 increasing when compared to the year 2022 by more than 10%.
- 2) To enhance competitiveness, the company still strives to develop and improve the organization continuously by using the innovation management system ISO 56002 as a guideline for personnel development in





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the organization to create the idea, open-minded for business models and new methods to increase business opportunities, open up new markets and continue to grow sustainably.

3) The company will focus on operations following to the Sufficiency Economy Philosophy for Sustainable Development Goals: - SEP for SDGs) under the Industrial Sufficiency Economy TIS 9999, which is an industrial product standard that defines the principles and guidelines on the elements of the sufficiency economy philosophy that takes into the modesty, reason and immunity. It also promotes the participation of personnel by raising awareness to have knowledge and morality so that the personnel are self-sufficient, knowledgeable, prudent, careful, honest, diligent, patient, unity and share with both respect and care for the interests of stakeholders. It comes as a framework for all operations and decisions of business administration in order to aim at the Sustainable Development Goal of the United Nations (SDGs).

4) The company is committed to developing and improving the organization in every production process in order to aim for completely green industry by raising the Green Industry Certification level 4 (Green Culture) to the Green Industry Certification level 5 (Green Network) with the important goal to enable the company's business growing sustainably, environmentally friendly and expand the scope of being a green industry from the internal of the organization to the outside throughout the supply chain and encourage our partners and alliances to be green industry as well.

5) The company is committed to operating with transparency by using ethical principles. Waste is managed properly, disclose facts including pay attention to the environment and surrounding communities by adopting the ISO 26000 social responsibility standard system as a framework or tool to support social responsibility drive in order to provide the development of the company together with the development of the community, society and environment towards sustainability in accordance with the SDGs - Sustainable Development Goal of the United Nations.

6) The company is committed to continuous development and improvement of the organization in order to maintain ISO 14001 (Environmental Management Standard System), ISO 45001 (Safety Standards), ISO 50001 (Energy Conservation Standard), including the Quality System of ISO 9001 and IATF 16949 continuously in order to create satisfaction for customers.

7) The company is committed to strictly complying with the law, other requirements and international practices. The principles of good corporate governance for listed companies in 2017 are applied to business governance constructively which leads to the creation of business progress that considers environmental, social and corporate governance (ESG). This is considered as an important foundation for strengthening the business potential to be strong, continuous sustainable growth and creates good long term returns for investors.

8) The company still operates in accordance with the policy of anti-corruption in all forms and clearly respects human rights including the determination to support and promote anti-corruption action and respect human rights to customers, sub-contractors, or pushing partners in the company's business chain to fight against all forms of corruption and respect human rights.



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The Chairman informed The Meeting thoroughly considered and unanimously acknowledged the Board of Directors' conduct of the Company business for the past year's operation, and acknowledged the plan for the year 2023's operation.

**Question of Shareholders -None-**

Therefore, the Chairman informed that this agenda is for acknowledgment purposes only and no casting of votes is required.

(Just before consideration for Agenda 3, an additional 1 more shareholders, accounted for 89,000 shares, in person 11 persons representing 3,793,310 shares, and proxies 40 persons representing 423,334,948 shares, totaled 51 persons, accounted for 427,128,258 shares)

**Agenda 3 To consider the approval of the balance sheet and income statement of the fiscal period from January 1, 2022 to December 31, 2022.**

The Chairman asked the Meeting to consider to approve the Company's Financial Statements for the year ended December 31, 2022 which had been audited and certified by the accounting auditors and the copies of which had been attached with the invitation letters distributed to all shareholders.

The Chairman asked if there were any questions or comments.

**Resolved:-** The Meeting thoroughly considered and unanimously ratified them as the Chairman proposed, with the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved	427,128,258	Votes, equal to 100 %
Disapproved, Abstained	-None-	Votes, equal to -
Voided ballot	-None-	Votes, equal to -

Question of Shareholders -None-

**Agenda 4. To consider the allocation of net profit for legal reserves and dividend payment for year 2022 operational results.**

The Chairman asked Mr. Surasak Kunanantakul, President, to report in this agenda.

Mr. Surasak Kunanantakul, President, informed the meeting that, according to the audited financial statements of the Company for the financial year ended December 31, 2022, the Company reported net profits of Baht **231,462,208.91**.- The registered capital of the company is Baht 639,999,880 and legal reserves is Baht 639,999,988.- The Company has a policy to pay annual dividends of not less than fifty percent of net profit of separate financial statement after tax and reserve fund required by law.

However, by virtue of Section 116 of the Public Limited Company Act B.E. 2535, the Company shall allocate not less than five per cent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten per cent of the registered capital.

The Board of Director proposed to consider the allotment of the profits for 2022 as follows: -

1. The legal reserve of the Company has been provided up to 10 % of the registered capital. Thus, no need to provide any additional reserve.



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2. The Company will pay dividend of 639,997,880 shares for the operation from January 1, 2021 to December 31, 2022 to the shareholders **639,997,880** shares at the rate of Baht **0.185** per share totaling Baht **118,399,607.80**. The dividend payment ratio is **51.15** percent of net profit of separate financial statement after tax and reserve fund required by law, according to the specified dividend payment policy and the payment of dividend will be made on **May 26, 2023**

The share register will be recorded for share transfer in order to determine the right to receive share dividend and cash dividend on **May 9, 2023**.

The Chairman gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders had any inquiries or comments. Therefore, the Chairman requested the shareholder to cast their votes and informed that this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolved:** - The Meeting considered and unanimously approved the payment of dividend and no legal reserve appropriation because the Company's legal reserve has reached the amount required by law for the year 2022 operational results, as proposed by the Board of Directors. With the votes of the shareholders who attended the meeting and have the right to vote as follows:

Approved	427,128,258	Votes, equal to 100 %
Disapproved, Abstained	-None-	Votes, equal to -
Voided ballot	-None-	Votes, equal to -

Question of Shareholders -None-

**Agenda 5** To consider the election of new directors in place of the retired directors by rotation.

Before considering this agenda, Mr. Surapol Kunanantakul, Mr. Sitichai Kunanantakul, Mr. Taku Yamada and Mr. Pongsak Angsupun as directors having conflict of interest had asked for permission to leave the Meeting room.

The Chairman asked, informed the meeting that, pursuant to Section 71 of the Public Limited Company Act B.E. 2535 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 each year. The retired directors may be re-elected.

The following directors will retire by rotation with effect from the date of the 1/2023 AGM:

1. Mr. Surapol Kunanantakul (President and Authorized Director)
2. Mr. Sitichai Kunanantakul (Non-Executive Director)
3. Mr. Taku Yamada (Director and Authorized Director/ Sustainability Committee and Risk Management Committee)
4. Mr. Pongsak Angsupun  
Independent Director/Audit Committee Chairman /Chairman of the Risk Management Committee  
/ Corporate Governance Committee and Nomination and Remuneration Committee

Assoc.Prof.Dr. Sucharit Koontanakulvong Chairman of the Nomination and Remuneration Committee informed the Meeting that, the Company had given opportunity to our shareholders to propose Shareholders Meeting Agenda as well as to nominate persons to be elected as the directors in the Annual General Meeting of Shareholders Year





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2023 on December 1, 2022 to December 31, 2022 through the website of the Company. Nevertheless, there are no proposals from shareholders. The Remuneration Committee has also invited its members to propose the names of qualified persons to be elected as directors but no one proposed

Asking the retiring independent directors about their willingness to be re-appointed, and asking the major shareholder to nominate its representative in replacement of that retiring by rotation. The Remuneration Committee has also invited its members to propose the names of qualified persons to be elected as directors but no one proposed.

The Nomination and Remuneration Committee complied with and followed the nomination criteria and procedures, taking into account determining appropriate number, composition, and diversity of Board structure compared to nature and size of the business. Board Skill Matrix is drawn specifying qualifications as required taking into conditions the qualifications being needed by the Board in alliance with business operation strategies. The Nomination and Remuneration Committee found that all the four directors are fit to work for the Company as the directors by reason of their qualifications, knowledge, abilities in Administrative, Economics, Accounting and Finance, abilities, skills, experience and working performance in the past years, including their devotion and support to the Company's business operation for the Company's benefit. Furthermore, all the four directors are free of restricted characteristics, e.g. never being punished for the discharge or dismissal due to the fraudulent performance of duty, never being convicted with imprisonment sentence or found guilty relating to the unfaithful acquisition of property, and never being engaged in any business or holding shares in any business in the manner of competing against the Company's business. In this regard, the persons in items no.4 are proposed to be independent directors since their qualifications conform to the Stock Exchange of Thailand's and the Company's definition of "Independent Directors" and such directors could perform, their duties and feel free to give opinions or report work performance as required by the Board of Directors of the Company. Even though he has been an independent director for over 9 years, namely the persons in items no.4 has been an independent director for 21 years 11 months and when appointed for another 3 years, it will be a total of 26 years 11 months. Therefore, it was deemed appropriate to propose that the four directors be re-elected to retain their directorships for another term.

The Nomination and Remuneration Committee is of the opinion that the Shareholders should re-elect the above directors who retire by rotation to resume their positions as follow:

- |                |              |                 |              |
|----------------|--------------|-----------------|--------------|
| 1. Mr. Surapol | Kunanantakul | 2. Mr. Sitichai | Kunanantakul |
| 3. Mr. Taku    | Yamada       | 4. Mr. Pongsak  | Angsupun     |

Mr. Pongsak Angsupun, who are qualified as Independent Directors with more than nine years in their directorship are capable of giving comments independently and their qualifications are in accordance with relevant rules and regulations. They have qualified according to the applicable laws. Furthermore, they have broad knowledge and experience which are beneficial to the Company. They also provide new points of view in alliance with business operation strategies to the Board as well as dedicate their time and efforts to strengthen the Board.

The CVs of the four directors who are to retire by rotation were attached to the Notice of this meeting, which was sent to the shareholders before the date of this Meeting.



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The Chairman gave the shareholders an opportunity to inquire and comment on this agenda. However, no shareholders had any inquiries or comments. Therefore, The Chairman requested the shareholder to cast their votes and informed that this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolved:-** The Meeting considered and unanimously resolved to re-elect the four retiring directors, namely, Mr.Surapol Kunanantakul, Mr.Sitichai Kunanantakul. Mr.Taku Yamada, Mr. Pongsak Angsupun the company's directors for another term, to following detail of votes:

**1. Mr.Surapol Kunanantakul** (Vice President and Authorized Director)

With the votes of the shareholders who attended the meeting and have the right to vote as follow

Approved	427,128,258	Votes,	equal to	100 %
Disapproved, Abstained	-None-	Votes,	equal to	-
Voided ballot	-None-	Votes,	equal to	-

Question of Shareholders -None-

**2. Mr.Sitichai Kunanantakul** (Non-Executive Director)

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved	427,128,258	Votes,	equal to	100 %
Disapproved, Abstained	-None-	Votes,	equal to	-
Voided ballot	-None-	Votes,	equal to	-

Question of Shareholders -None-

**3. Mr.Taku Yamada**

(Director and Authorized Director/ Sustainability Committee and Risk Management Committee)

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved	427,128,258	Votes,	equal to	100 %
Disapproved, Abstained	-None-	Votes,	equal to	-
Voided ballot	-None-	Votes,	equal to	-

Question of Shareholders -None-

**4. Mr.Pongsak Angsupun**

(Independent Director/Audit Committee Chairman /Chairman of the Risk Management Committee /Corporate Governance Committee and Nomination and Remuneration Committee)

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved	427,126,258	Votes,	equal to	99.9995 %
Disapproved	2,000	Votes,	equal to	0.0005 %
Abstained and Voided ballot	-None-	Votes,	equal to	-

Question of Shareholders -None-



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Then Mr. Surapol Kunanantakul, Mr. Sitichai D Kunanantakul, Mr. Taku Yamada, Mr. Pongsak Angsupun, who were the directors with conflict of interest, returned to the Meeting room.

**The members of the new board of directors effective from April 28, 2023, are:**

1. Mr. Wanchai	Kunanantakul,	Chairman
2. Mr. Surasak	Kunanantakul,	President
3. Mr. Surapol	Kunanantakul	Vice President
4. Mr. Hiroyuki	Inoguchi	Vice President
5. Mr. Taku	Yamada	Director
6. Mr. Jun	Murase	Director
7. Mrs. Naphaporn	Hoonthanasevee	Director
8. Mr. Sittichai	Kunanantakul,	Director
9. Mr. Pongsak	Angsupun,	Independent Director/ Audit Committee Chairman
10. Mr. Vichit	Vuthisombutand	Independent Director/ Audit Committee Member
11. Dr. Damri	Sukhotanang	Independent Director/Audit Committee Member
12. Assoc.Prof.Dr.Sucharit	Koontanakulvong	Independent Director/Audit Committee Member

**Agenda 6 To consider the remuneration for the director for year 2023.**

Chairman of the Nomination and Remuneration Committee informed the Meeting that, the Nomination and Remuneration Committee determines director's remuneration on the basis of the Company's operating results in the previous year. Their consideration included a comparison with other companies in the same industry with the same capacity and nature of business, the scope of responsibilities and work performance of the Company's directors, and the outcome of a survey on directors' remuneration conducted by the Thai Institute of Directors (IOD). It was apparent that the Company's average director's remuneration is not different from the market rate. Therefore, it was deemed appropriate to propose that the Annual General Meeting of Shareholders approve the directors' remuneration for the year 2023 to directors as follows, by none other remuneration or benefit:-

- Executive Directors receive the remuneration (salary) not over than Baht 26,000,000 (Thai Baht Twenty-one Million) per year. (The same as year 2022)
- Directors who not receive salary, Audit committee, Independent committee, the Corporate Governance Committee, the Nominating and Remuneration Committee, Sustainability Committee and the Risk Management Committee will receive meeting allowance at Baht 30,000 a person a time. (The same as year 2022)

The Chairman asked the Meeting to consider this. In addition, any directors holding the company's shares would not participate for the voting in this agenda as they were deemed to be interest persons.

**Resolved** :- The Meeting considered and unanimously resolved, by an affirmative vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, to pay the remuneration for year 2023 to directors as follows :-



**บริษัท ศูนย์บริการเหล็กสยาม จำกัด (มหาชน)**  
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- Executive Director receive the remuneration (salary) not over than Baht 26,000,000.- (Thai Baht Twenty – six Million) per year.

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved 427,128,258 Votes, equal to 100 %

Disapproved, Abstained , Voided ballot -None- Votes, equal to –

Question of Shareholders -None-

-Director who not receive salary, Independent committee / Audit committee / Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance Committee and Sustainability Committee will receive meeting allowance at Baht 30,000.- a person a time.

With the votes of the shareholders who attended the meeting and have the right to vote as follow:

Approved 427,128,258 Votes, equal to 100 %

Disapproved, Abstained, Voided ballot -None- Votes, equal to –

Question of Shareholders -None-

**The past director remuneration record is as below:**

Directors' remuneration	2023	2022
Executive Directors receive the remuneration (salary)	Not over than Baht 26,000,000 per year.	Not over than Baht 26,000,000 per year.
Directors who not receive salary, Audit committee, Independent committee, the Corporate Governance Committee, the Nominating and Compensation Committee, the Risk Management Committee and the Sustainability Committee.	Receive meeting allowance at Baht 30,000 a person a time.	Receive meeting allowance at Baht 30,000 a person a time.
Compensation or other benefits	-None-	-None-

**Agenda 7 To consider the appointment of auditor and fixing his remuneration.**

The Audit Committee Chairman informed the Meeting that, Section 120 of the Public Company Act B.E.2535 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 39/2548 Re: Rules, conditions and procedures for disclosure of information on the issuer's financial condition and operating results (issue no. 20), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for five consecutive financial years. However, the rotation does not mean that the Company is



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required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the old ones.

The Audit Committee has reviewed and considered the expertise and experience as well as working standards of the auditors and considered the working record of each auditor to ensure that there is a proper auditor rotation in compliance with the Notification of Securities and Exchange Commission on Auditor Rotation and the information on the rate of audit fee in the same industry and business expansion, therefore, the Audit Committee recommends that the Meeting approve appointing Mr. Somckid Tiatragul holding licence No.2785 and/or Ms. Kanyanat Sriratchatchaval holding licence No.6549 and/or Ms. Luxsamee Deetrakulwattanapol holding licence No. 9056 and/or Ms. Kesanee Srathongphool holding licence No.9262 and/or Ms. Saranya Akharamahaphanit holding licence No. 9919 from Grant Thornton Ltd to be the Company's auditor for the financial year 2023. Because the existing auditors have performed their duties the past year was satisfied to the Company and all five auditors' qualifications are not in conflict with the requirements of the Stock Exchange of Thailand. The proposed auditors have no relationship or have benefits with the Company, subsidiary companies, management, and major shareholders, or other related persons and no provide other services to the company including not under the same audit firm of the auditor of the Company's subsidiaries because location of the Company's subsidiaries located in Socialist Republic of Vietnam. However, the Board of Directors will ensure that the financial statements can be prepared within the specified time period. The auditors' annual remuneration is at not more than Baht **1,530,000 (Increase compared to the year 2022)**.

The Board of Directors, by suggestion of the Audit Committee, proposed the Meeting to consider the appointment of the Company's auditors and to fix their remuneration.

**Resolved** :- The Meeting considered and unanimously resolved to appoint

- |                  |                     |   |
|------------------|---------------------|---|
| (1) Mr. Somckid  | Tiatragul           | C.P.A (Thailand) Registration No. 2785 and/or |
| (2) Ms. Kanyanat | Sriratchatchaval    | C.P.A (Thailand) Registration No. 6549 and/or |
| (3) Mr. Luxsamee | Deetrakulwattanapol | C.P.A (Thailand) Registration No. 9056 and/or |
| (4) Ms. Kesanee  | Srathongphool       | C.P.A (Thailand) Registration No. 9262 and/or |
| (5) Ms. Saranya  | Akharamahaphanit    | C.P.A (Thailand) Registration No. 9919        |

From Grant Thornton Ltd as the Company's auditors of the year 2023 and to fix their remuneration at Baht 1,530,000 per year. Other Service –None-

With the votes of the shareholders who attended the meeting and have the right to vote as follows:

Approved	427,128,258	Votes,	equal to	100 %
Disapproved, Abstained	-None-	Votes,	equal to	-
Voided ballot	-None-	Votes,	equal to	-
Question of Shareholders	-None-			





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The past auditor remuneration record is as below:

Audit fee	Year 2023	Year 2022
1) Audit fee for the Company	1,530,000.- Baht	1,500,000.- Baht
2) Other service	-None-	-None-
Total audit fee	1,530,000.- Baht	1,500,000.- Baht

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

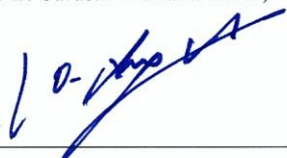
There being no other business to consider.

The Chairman declared the Meeting adjourned at 04.30 p.m.

(Signed)   
(Mr. Wanchai Kunanantakul)  
Chairman of the Meeting

Certified by

  
\_\_\_\_\_  
Director  
(Mr. Surasak Kunanantakul)

  
\_\_\_\_\_  
Director  
(Mr. Hiroyuki Inoguchi)

