

# CONTENTS

---

	<b>Page</b>
Message from Managing Director	1
<u>Part 1 :</u>	
Audit Committee Report	2
Overall Performance	3
General Information	4
Business Overview	5
Company Background / Changes and development of the Company	6
Nature of the Business	7
Business Line	8
Revenue Structure	9
Major Shareholders / Dividend Policy	10
Management Structure	12
Risk Factors	20
Assets for the Business Used	22
Report of Practice under the Good Corporate Governance	25
Corporate Social Responsibility Activities	35
Summary of the transactions of the company for 2014	36
History of Executive and Director	44
Report of Director Relating to Responsibility to the Finance Statement	49
<u>Part 2 :</u>	
Report of Certificated Public Accountant	1
Statement of Financial Position	5
Note to the Financial Statements	12

## MESSAGE FROM THE MANAGING DIRECTOR

---

### To all Shareholders

On behalf of the Board of Director of Asia Metal Public Company Limited, I would like to report the performance of the year 2017. It is concluded that in the past 2017, the overall economic situation was still volatile global economic situation and the price of up stream steel.

However, the Company always work carefully and take various measures to minimize the risk to the business as much as possible. Including production control.

Operating results comparision between 2017 and 2016 showed revenue from sales and services of Baht 5,064.5 million, and in 2016, revenue from sales and services was Baht 5,094.25 million.

The demand for steel products continues to grow especially for zinc coated steel. In year 2018, The Company plans to invest more in storage facilities and machinery. Company has been prepared by improving the existing machinery and production processes to be more efficient and competitive for better performance.

By this occasion and on behalf of the Board of Director, I would like to thank our shareholders, customers, trade allies, domestic and foreign financial institutes, public agencies, private agencies and all sectors involved in supporting for the company performance. I thank every executive and employee of the company who cooperated and united in performing duties with responsibility in every area to build value for our shareholders, stakeholders and society in general. Lastly, I would kindly ask all of our shareholders to believe in the company determinations to operate the business for your maximum benefits, to develop the business in a sustainable way and to achieve the corporate goals.

Sincerely yours,



(Mr. Chusak Yongvongphaiboon)  
Managing director

## Reports from the Audit Committee

---

In the accounting year of 2017, the audit committee independently performed their duties assigned by the company's committee. The audit committee consulted with managers and auditors. Internal auditors were assigned according to prescribed charters. The internal auditors could independently and transparently perform their duties in order to protect the company and shareholders' benefits without limitations to access data. The audit committee conducted four meetings without the management's involvement. The duties of the audit committee can be summarized as follows.

**Financial reports** , Reviewing financial statements quarterly and for year 2017, consulting with auditors, and deliver suggestions about internal control in order to correctly submit the financial reports with adequate information according to generally accepted accounting standards

**Connected Transactions** , Checking and providing opinions about connected transactions or conflicts of interests in order to ensure that fair deals are made and maximize the company's benefits according to the principles of good corporate governance and transparency

**Good corporate governance** , With relevant business ethics, ordered employees to report the names of associates and quarterly prepare shareholding reports for the company's committee to consider in 2017, no conflicts of interests were found.

**Audit committee's performances** , Presenting the audit committee's performance reports to the company's committee in the committee's meetings, provide opinions and suggestions which useful for the management, and the evaluation results for the audit committee's performance in 2017 from the company's committee.

**Auditors** , Evaluate the independency of the auditors and provide opinions about the auditors' fee in order to ask for approval from the general shareholder meeting in 2018 to assign auditors from BPR Audit and Advisory Company Limited. The assigned auditors will audit the company's activities in 2018. For 2017, the audit committee considered that they and the company's managers complied with good corporate governance and ethics in order to professionally achieve the company's goals, enhance continuous improvement of risk management and comply with auditing standards.



Mr. Piboonsak Arthabowornpisan

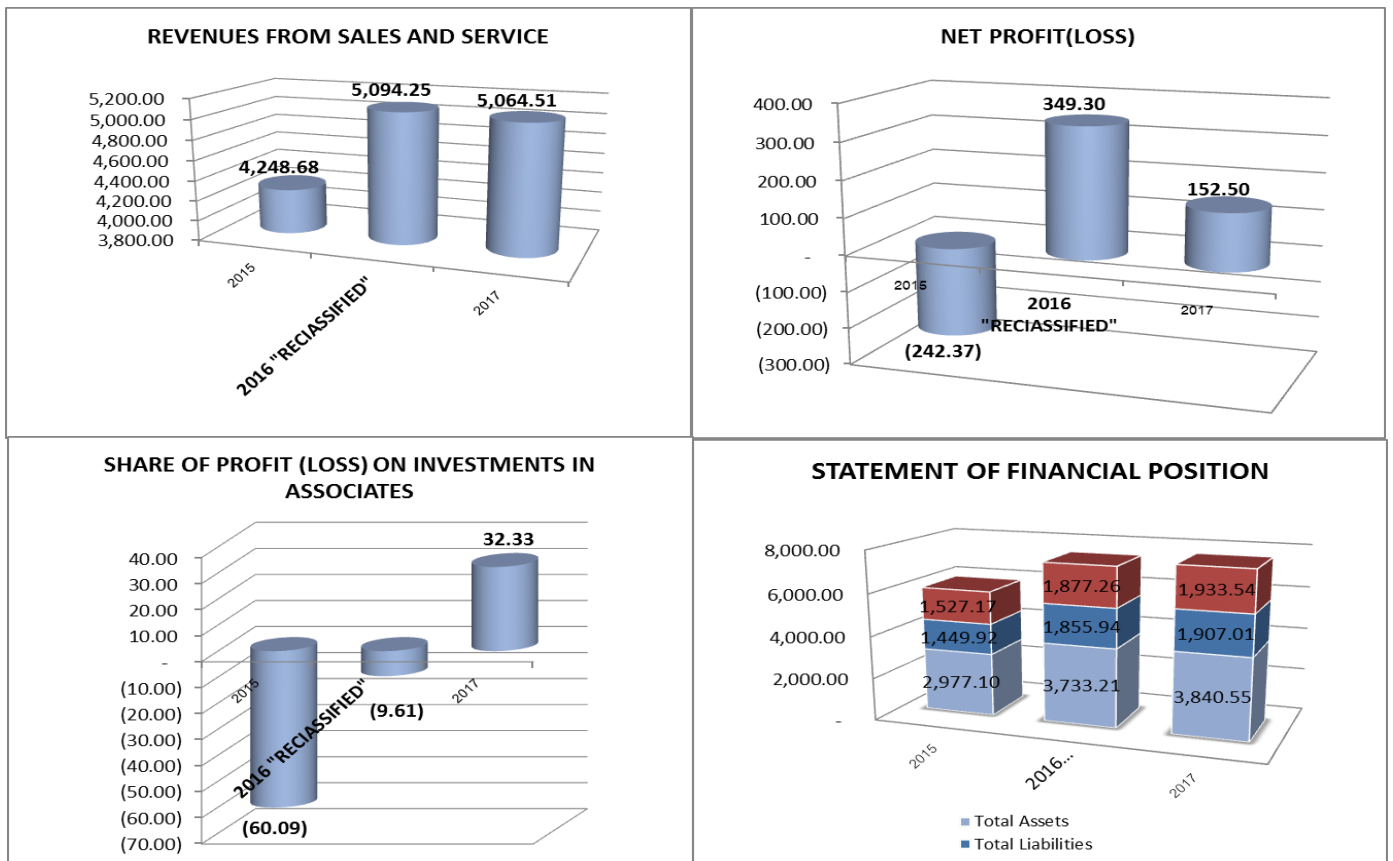
Chairman of the Audit Committee

# Overall Performance

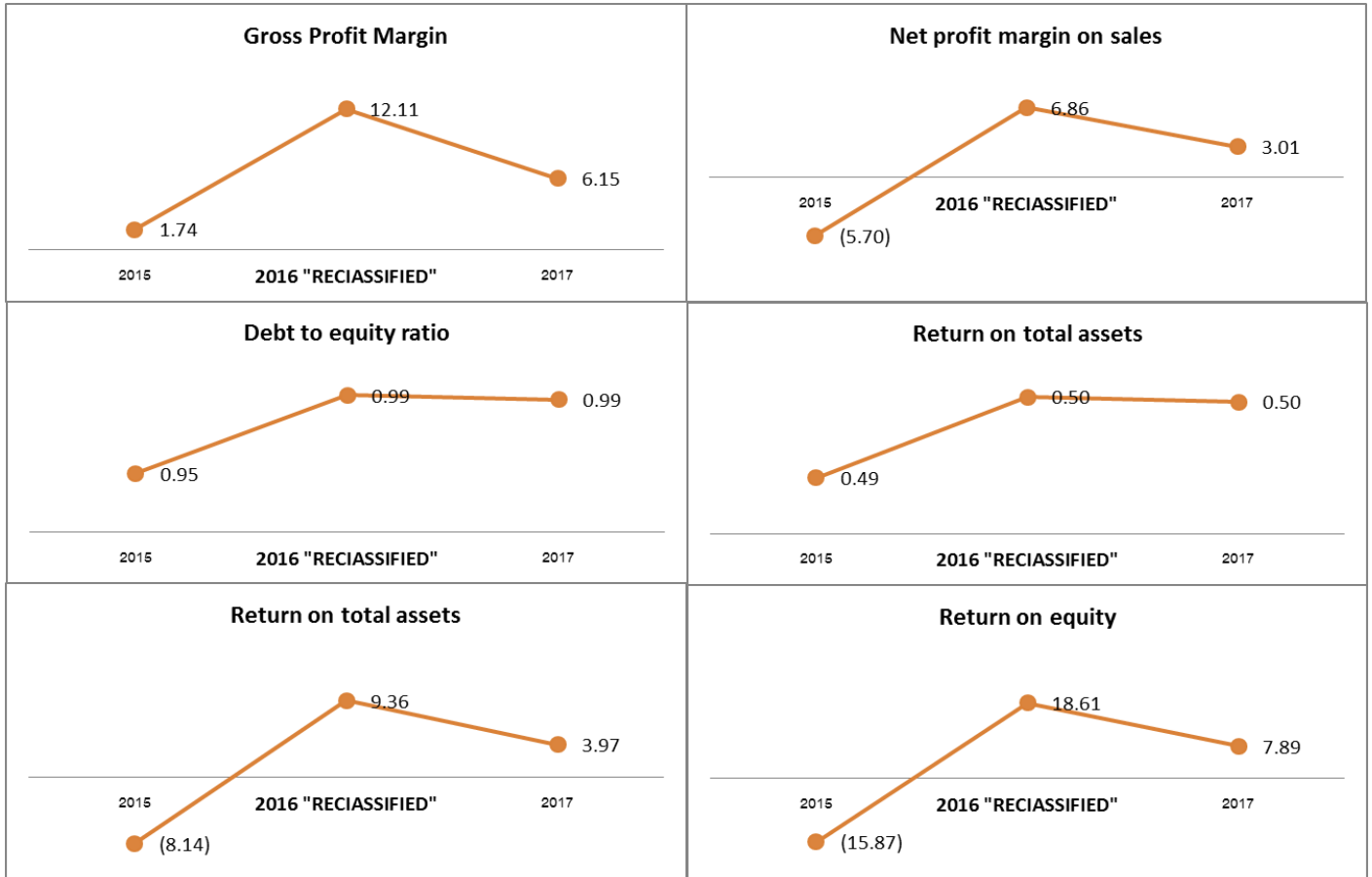
Data as of December 31, 2017.

## Overall Financial Statements

(Million Baht)



## FINANCIAL RATIO



# General Information

---

## ASIA METAL PUBLIC COMPANY LIMITED

<b>Security Code</b>	:	AMC
<b>Registration Number</b>	:	0107547000176
<b>Type of Business</b>	:	Produce and distribute structural steel such as steel pipe and C-shaped structure used in various industries.
	:	Coil Service Center
<b>Registered Capital</b>	:	549.97 Million Baht
<b>Issued and Paid-up Capital</b>	:	480.10 Million Baht
<b>Head Office</b>	:	55,55/1 Moo2 SoiWatnamdaeng, Srinakarin Road, T.Bangkeaw, A.Bangplee, Samutprakarn 10540
<b>Factory</b>	:	90/1 Moo10, T.Sasileam, A.Panutnikom, Chonburi
<b>Investor relations</b>	:	Tel : 02 383 7200 Email : ir@asiametal.co.th
<b>Shareholders' representative</b>	:	Fax : 02 383 4102 Email : ia@asiametal.co.th
<b>Home page</b>	:	<a href="http://www.asiametal.co.th">www.asiametal.co.th</a>
<b>Subsidiary Companies</b>	:	1. STC Steel Co.,Ltd. (AMC holds 99%)
	:	2. Grand Asia Steel Processing Center Co.,Ltd. (AMC holds 50%)
	:	3. Vientiane Bonded Warehouse Co., Ltd (AMC holds 40%)

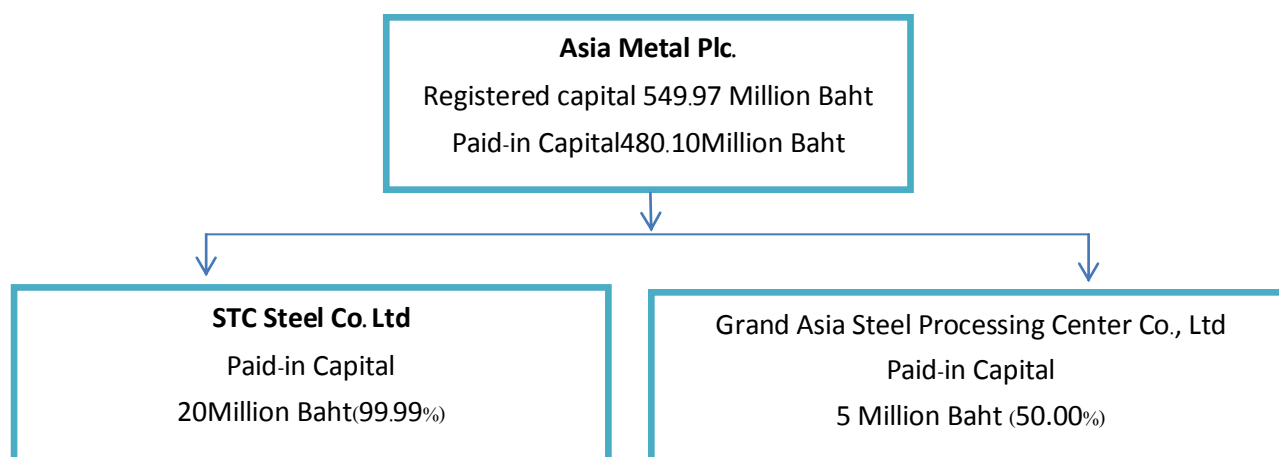
## References

<b>Share Registrar</b>	:	Thailand Securities Depository Co.,Ltd.
<b>Auditor</b>	:	BPR Audit and Advisor Co.,Ltd.
<b>Legal Consultant</b>	:	B & P Law Co.,Ltd.

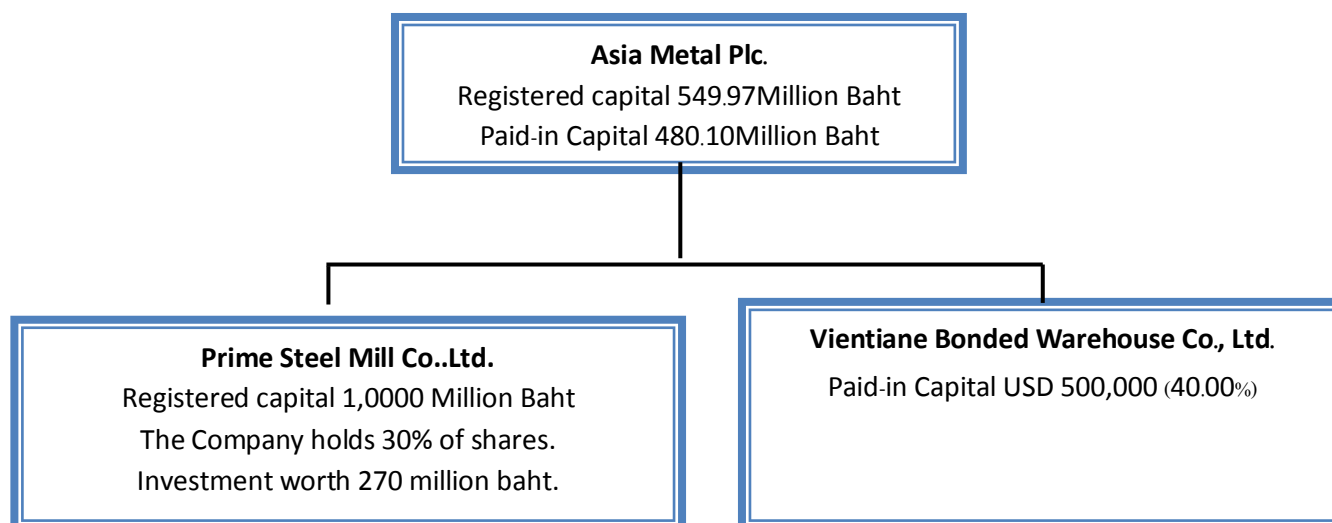
## Business Overview of the Group

Group Structure of Asia Metal Public Company Limited as at 31 December 2017.

The structure of the subsidiary company of Asia Metal Public Company Limited



The structure of associates of Asia Metal Public Company Limited



### The Group consists of three subsidiary companies

1. STC Steel Co. Ltd., holds 99.99 percent operates in manufacturer and distributor of steel pipes, both round and square types with diameter of 0.5 inches (12 mm) to 1 inch (25 mm) with a total capacity of 6,490 tons of steel every year.
2. Grand Asia Steel Processing Center Co., Ltd. (formerly name is Asia Metal Fabrication Co., Ltd. changed on August 25, 2015) holds 50.00 percent operates in steel service center (Coil Center) including the cutting and sale of steel sheets (Sheet) and slit steel coils (Slitting Coil) by the size demand by the customer with a total capacity of 72,000 tons of steel every year.
3. Vientiane Bonded Warehouse Co., Ltd. holds 40.00 percent of the company, which operates the warehouse, the company is still in the process of construction. Not yet operational.

4. Prime Steel Mill Co.Ltd. operate in manufacturer in hot rolled narrow strip in coil

## ***Company Background***

---

- March 9 ,1993 : Established Asia Metal Public Company Limited  
Registered capital and the initial amount of 30 million  
by the group of Mr.Chusak Yongvongphaiboon  
Types of business: distribution centers of steel.
- March 9 ,2004 : The Company had became a public company  
Registered capital amount of 200.00 million  
Paid-in Capital of 200.00 million  
Types of business:  
1. Coil Service Center eg. Selling the steel coils (Hot-Rolled and Cold-Rolled steel sheet in coil) including cutting and slitting in coil by the requirement of customer.  
2. Producer and distribute the fabrication steel eg. Steel pipe and lip-Channel to support in many industries.
- Year 2008 : Registered capital amount of 549.97 million  
Paid-in capital amount 480.10 million
- Year 2011 : Expanded the factory at Chonburi Province,  
Area : 100 acres, 85 square yard  
To support the transportation and delivery the product to the customer companies, where are located nearby the East area and North East area.
- December 31,2017 : Yongvongphaiboon Group as an executive and major shareholders hold 33.43 percent of paid-up capital.  
Khunying Pattama Leesawatrakul Group holds 14.37 percent of the paid-up capital  
Suteerachai Group hold 17.98 percent of the paid-up capital  
(Closed Record Date on May 11,2017)

### **Major changes and developments in 2017**

- The Company has invested in Prime Steel Mill Co., Ltd. Currently, the Company invests in associated companies. Total shareholding is 30%.
- The Company has invested in building a warehouse, estimate 8,000 square meters of space on an area of 12 rai, 68 square meters, is expected to be completed in 2018. The warehouse will enable the company to increase its warehousing space. Increased approximately 8,000 tons to accommodate the expansion and demand of customers.



## Nature of the Business

The company and the subsidiaries have divided the products and services in two types as follows;

### 1. The supply of steel products

The Company provides steel products in the steel service center. The hot rolled steel coils and sheets, cold rolled steel, galvanized steel (GI), to sell to trader and the customer is the steel industry. Customers will be used in the processing of steel, including the following services for steel cutting of various sizes to customer requirements.

### 2. Processing of steel products

#### 2.1 Slitting Coil

The company offers steel cutting a slit coil. This is the coil (Coil) and cut into small strips across the width of the customer and roll it back to the retailer. The company has a machine for cutting steel rolling a Little (Slitting Coil).

#### 2.2 Cutting Sheet production

The company provides the services of cutting the steel sheets. This is to cut the steel coil into steel sheet by the width and length desired by the customer. The company can cut the steel according to the width from 600 to 1,500 mm and lengths ranging from 300 to 6,100 mm by a machine for cutting plates (Cutting Sheet).

#### 2.3 Steel Pipe

The company produces and sells steel pipes for use in various industries. At present, the company has the machinery for the manufacture of steel pipes, which can produce the steel from a diameter of 12 mm to 175 mm. By forming the hot rolled coil that has been cut according to the desired width and welding the steel sheet with high frequency by modern machinery and efficient production. That makes the steel pipes of the company has the quality and acceptable by the customer.

The company and the subsidiaries produce the round pipe, square pipe and rectangular pipe which the company can be produced by the width and length demand by the customer.

#### 2.4 C-shaped steel structure

The company manufacture and sale of steel C-shaped. By bringing rolling a Little (Slitting Coil), cut to size, forming a C-shaped appearance. The company is used for the production of steel C-shaped ranging from 3 inches to 6 inches, which will be used in the construction of a roof structure.

## Revenues of the company

The revenue of the Asia Metals Public Co., Ltd. and subsidiaries as follows.

Distribution Value	2015		2016		2017	
	Million baht	portion	Million baht	Million baht	portion	Million baht
• <b>Steel Service Center</b>						
1. Service supplier of steel products.	703.44	16.56	107.23	2.10	137.15	2.71
2. Cutting Services	2.82	0.07	2.86	0.06	4.99	0.10
<b>Total</b>	<b>706.26</b>	<b>16.63</b>	<b>110.09</b>	<b>2.16</b>	<b>142.14</b>	<b>2.81</b>
• <b>Processing of steel products</b>						
1. <i>Sheet</i>	437.34	10.29	271.78	5.34	304.83	6.02
2. <i>Slitting in Coil</i>	251.79	5.93	165.21	3.24	200.21	3.95
3. <i>Pipe</i>	1,906.11	44.86	2,293.99	45.03	2,415.77	47.70
4. <i>lip Channel</i>	414.43	9.75	715.80	14.05	449.48	8.88
<b>Total</b>	<b>3,009.67</b>	<b>70.83</b>	<b>3,446.78</b>	<b>67.66</b>	<b>3,370.29</b>	<b>66.55</b>
• <b>Others*</b>	36.68	532.74	12.54	1,537.38	30.18	1,552.08
<b>Total value of all sales</b>	<b>4,248.68</b>	<b>4,248.68</b>	<b>100.00</b>	<b>5,094.25</b>	<b>100.00</b>	<b>5,064.51</b>

Note: \* other revenues include the selling of scrap from the manufacturing process

## Major shareholders of the company

List of major shareholders as of the latest closing book of registration on 11/5/2017  
(par value of Baht 1)

No.	Name/Surname	Total of Share	% of total of shares	
1	<b>Group of Mr.Chusak Yongvongphaiboon</b>			
	Mr. Chusak	Yongvongphaiboon	76,700,000	15.98
	Mrs.Phenchan	Yongvongphaiboon	40,000,000	8.33
	Ms. Prerada	Yongvongphaiboon	21,965,500	4.58
	Ms. Chananya	Yongvongphaiboon	21,791,000	4.54
	<b>Total group of Mr. Chusak Yongvongphaiboon</b>		<b>169,456,500</b>	<b>33.43</b>
2	KhunyingPatama	Leeawatrakul	69,000,000	14.37
3.	<b>Group of Mr.VirachaiSuteerachai</b>			
	Mr. Virachai	Suteerachai	46,432,400	9.67
	Mr. Win	Suteerachai	39,900,000	8.31
	<b>Total group of Mr.Virachai Suteerachai</b>		<b>86,332,400</b>	<b>17.98</b>
4	Mr. Viwat	Kovitsophon	21,505,900	4.48
5	Mr. Thanawat	Kovitsophon	10,016,000	2.09
6	Mr. Chanathip	Traiwut	20,000,000	4.17
7	Ms. Orawan	Pongtanyaluck	9,705,000	2.02
8	Mr.Pongthep	Yuthinupamai	5,486,600	1.14
9	Mr.Somchai	Tangwongsamart	5,321,000	1.11
10	Thai NVDR Co.,ltd.		3,776,512	0.79
11	Mr. Pichit	Chatsakulwong	3,330,000	0.69
12	Ms. Orani	Pipikul	2,455,412	0.51
	<b>Total</b>		<b>397,364,812</b>	<b>82.78</b>

## History of dividend policy for the past 3 years

---

The company has the policy of paying dividends to the shareholders the rate of not less than 50 percent of the net profit after tax deduction. Except if the company has planned to invest other projects. For the subsidiaries' dividend policy, like the company the subsidiaries will pay the dividends to the company at the rate not less than 50 percent of the net profit after tax deduction unless the subsidiaries have planned to invest other projects.

In the year 2017, the net profit for the year was Baht 116.84 million. The Board of Directors has proposed the meeting to approve the dividend payment. At the rate of Baht 0.12 per share, totaling Baht 57.60 million, which is in line with the dividend policy of the Company. As approved by the Annual General Meeting of Shareholders for the year 2018, the Company will pay dividends on 25 May 2018.

In 2016, the company had a net profit of Baht 354.26 million. The Board of Directors has proposed that the shareholders approve the dividend payment. At the rate of Baht 0.20 per share, totaling 96.02million baht accordance with the company's dividend policy. By the approval of the Annual General Meeting of Shareholders for the year 2017, the Company will pay dividends on 25 May 2017.

In 2015 the Company had a net loss of 175.34 million baht from the operation of the business. Company's Board of Directors is of the opinion approved by the shareholders' meeting. The suspension of dividend payment for the year 2015.

## The goal of our business

---

The goal of the company is to produce the quality steel. Since the company recognizes how importance of the steel industry which is growing at a very high rate in the present and future from the growth of the construction industry, furniture industry, automotive industry and electronic industry.

Besides being a manufacturer of steel pipe and quality. The company also aims to become an integrated steel service center that is the company can offer various steel production. The size of the customer, including steel coils provide customers with the convenience of shopping from the customer can require companies to produce the desired size. The company is constantly improving standards. In terms of knowledge of the personnel and equipment used in the production include.

Also the company has the policy to develop the quality, reliability of the product, services of the company, and taking into account is the environment, both inside and outside the company. The company is currently in ISO9001: 2015 and IATF 16949: 2016 standard to spread out to the group of customers to automotive industry and ensures to its customers that the products purchased from the company are the products with standard quality and the company has the potential to improve the quality and continuously increase the potentiality of the employees.

## Management structure

The board of directors consist with the board of directors and the audit committee. The Board of Directors and the management of the company consist of experts that are qualified in accordance the Section 68 of the Public Limited Companies Act B.E. 2535 (1992) and is not disqualified according to the Securities and Exchange Commission., Re. Application and Approval of an offer to sell the newly issued shares and the regulations on the management of the company issuing the securities. The names of the Board of Director are as listed below;

### Board of Directors

Names of the Board of Director as on 31 December 2017 are;

Name -Surname			Position
1.	Mr. Virachai	Suteerachai	President
2.	Mr. Chusak	Yongvongphaiboon	Committee
3.	Mrs. Phenchan	Yongvongphaiboon	Committee
4.	Ms.Chananya	Yongvongphaiboon	Committee
5.	Mrs. Metikan	Chutipongsiri	Committee
6.	Mr.Piboonsak	Arthabowornpisan	Chairman of the Audit/Independent Committee
7.	Mrs. Taisika	Praisangob	Audit Committee/Independent Committee
8.	Sub Lt.Suree	Buranathanit	Audit Committee/Independent Committee

**Remarks:**Ms. Sasithorn, the secretary of the company

Note: 28/4/2017 Mrs. Metikan Chutipongsiri was appointed as the Company's director

### Director with authorize signatory

The signatory director binding with the company consist with;

- |                |                  |
|----------------|------------------|
| 1.Mr. Chusak   | Yongvongphaiboon |
| 2.Mrs.Phenchan | Yongvongphaiboon |
| 3.Ms.Chananya  | Yongvongphaiboon |

The two out of three directors can joint to signed their names together affixed the seal of the company.

### Scope of Authority of the Board of Directors

The duties and responsibilities of the board of directors to the shareholders is about the business of the company, governance and management in accordance the goals and policy that will

give an ultimate benefit to the shareholders and to all stakeholders within the framework of good moral.

The board of directors is obligated to perform and responsible for managing the company to comply with the laws, objectives and rules and regulations as well as to the lawful resolutions at the shareholder's meeting with honest and care, protect the interest of the company. Unless that matter must need approval from the shareholder's meeting such matter requires to be resolved at the shareholder's meeting, related transaction and purchase or sale the most assets by the law required by the Stock Exchange of Thailand or other government agencies required. In this case, the board of directors may delegate one director or others to carry out on behalf of the board of directors to consider and approve any significant business.

The interest in any manner with the company and its subsidiaries shall be presented to the board of directors of the company for consideration.

In addition, the board of directors of the company has determined the terms in the office of the board of directors of the company as follows;

- that the law requires the resolution of the shareholders' meeting.
- transactions where a member has an interest and be within the law or specify the terms of the Stock Exchange must be approved by the shareholders meeting.
- In addition, in the case of the following must be approved by the Board of Directors and the shareholders' meeting by a vote of not less than 3 /4 of the total votes of shareholders who attend the meeting and entitled to vote the ballot.
  - The sale or transfer of business of the whole or significant part.
  - The purchase or accept the transfer of other companies or private companies to the company.
  - The amendment or termination of a contract about the business of renting all or part of a major, assigning to someone else to manage the company's business or merged with others with the aim to profit and loss sharing.
  - The amendment or articles of the association.
  - Increasing the capital cost reduction issue. The merger or dissolution.
  - Any other matter required by law.

Currently, the Board's scope of duties and responsibilities can be summarized as follows.

- Organize the meeting of shareholders as the Annual General Meeting within four months after the end of the accounting period.
- Provide the Board of Directors meeting at least once in every 3 months.
- Provide a balance sheet and income statement of the company at the end of the period. The auditor review and propose to the shareholders for the consideration and approval.
- The Board of Directors may delegate to one or several people or any other person to perform instead of the Board of Director under the control of the Board of Directors or may delegate to such person authorized by the Board of Directors deems appropriate and within the Board's discretion. The Board may cancel or revoke the changes to fix the person or authority authorized by them. When appropriate the Board of Directors may delegate to the Executive Committee is responsible for the operation. The details of the scope of authority authorized by the board. The authorization must not appear to be authorized at the Board of Directors. To consider and approve the self or person with a conflict of interest or conflict of interest made to

any other companies. Or its subsidiaries. Except as authorized transactions are governed by policies and guidelines, the Board of Directors for consideration and approval.

- Set the policy, plans and budgets of the company, control and supervision of the administration and the management of the executive committee according to the policy that has been assigned. Except in the following that the Board of Directors must be approved by the shareholders before the operation, namely that the law requires the approval of the shareholders' meeting
- To consider the management structure of the executive Committee to appoint the Board of Directors, directors and others as appropriate.
- Monitoring the operation performance according to the plan and budget continuously.
- The committee must not engage in business which has the same condition and not in competition with the business of the company or become a partner in ordinary partnership or a partner in the partnership which is not limited authority or the director of private company or other companies that operate the same conditions. The competition with the business of the company whether they do it for personal gain or for other benefit unless they have informed at the shareholder's meeting before the resolution of appointment.
- The director must notify the company without delay if interested, either directly or indirectly in the contract that made by the company or change the number of share or debentures in the company or its subsidiaries.

## Audit Committee

**Names of the Audit Committee as on 31 December 2017 are;**

Name-Surname		Position
1.Mr.Piboonsak	Arthabowornpisan	Chairman of the Audit Committee/ Independent
2. Mrs. Taisika	Praisangob	Audit Committee/ Independent
3. Sub.Lt. Suree	Buranathanit	Audit Committee/Independent

### Authority Duties of the Audit Committee

The authority duties of the audit committee has binding liabilities, power and duties and responsibilities authorize from the board of director including the reporting to the board of directors summarize as follows;

1. To review the Company's financial reporting is accurate and adequate. By coordinating with external auditors and executives responsible for financial reporting of quarterly and annual. The Audit Committee may recommend to the auditor review or audit of any item it deems necessary and important during the audit of the company
2. To review the Company's internal control and audit that are appropriate and effective. The review has conducted with the external auditor and internal auditor.
3. To review the practices of the Company pursuant to the Securities and Exchange Commission and the terms of the Stock Exchange or laws relating to securities business
4. To select and nominate the auditor of the company. Including the remuneration of the auditor with regard to credibility, adequacy of resources, check and workload of the audit office. As well as the experience of personnel assigned to the audit of the company.

5. To consider the disclosure of information in the event of a transaction or transactions that may have a conflict of interest that are accurate and complete.
6. Perform any other assigned by the Board of Directors and Audit Committee also agreed to review the financial management policies and risk management. A compliance review of business executives. Review with management the Company's key report to be presented to the public as required by the law, report and analysis of the management and so on.
7. Prepare the activities of the Audit Committee. Disclosure in the company's annual report. The report shall be signed by the Chairman of the Audit Committee. The list should contain the following information.
  - Comments on the process of preparation and disclosures in the financial reports of its accuracy, completeness and reliable.
  - Comments on the adequacy of its internal control system.
  - Reason to believe that the auditor of the company is appropriate to be appointed to another term.
  - Comments about the legal practice with the Securities and Exchange Commission. Terms of the Stock Exchange or laws relating to its business.
  - Comments or observations by the Committee includes the reviews receive from performing their duties under the Charter.
  - Any other reports that the shareholders and public investors should be aware. Within the scope of duties and responsibilities assigned by the Board of Directors.
8. Report the performance of the Audit Committee to the Board of Directors at least once a quarter.
9. Perform any other act by the Board of Directors of the Company entrusted with the approval of the Audit Committee.

In addition, the Board of Directors has set the term of operate of the Audit Committee in the following.

- Chairman of the audit committee                      3 years
- Audit committee    3 years

However, if the commitment period of the chairman of the audit and the audit committee passed from their term may have been appointed to another term.

## Executive Board of Director

Names of Executive Board of Director as on 31 December 2017 are;

Name-Surname			Position
1.	Mr. Chusak	Yongvongphaiboon	President
2.	MrsPhenchan	Yongvongphaiboon	Executive Committee
3.	Ms. Chananya	Yongvongphaiboon	Executive Committee



### Scope of Duties of the Executive Committee.

The Executive Committee's scope of duties and responsibilities of management regarding the implementation of the regular business and its management policies, business plans, management structure, budget and power of the management guidelines in the company's operations in accordance with the economic conditions. To propose to the Board of Directors for approval and / or approval. Including the inspection and monitoring of the company's operations based to the policies. Currently, the Executive Committee's scope of duties and responsibilities can be summarized as follows.

1. Policy strategy, financial structure and various power management. To be consistent and support the economy.
2. To consider and give opinions on business plan and annual budget proposed by the President. For the presentation to the Board of Directors.
3. To supervise and monitor the operations of the Company to be effective and appropriate to the health of the business to benefit the administration of the affairs and business of the Company in order to comply with the purposes and regulations of the company.
4. The other performance as delegated by the Board of Directors.
5. With power of decision to the bank in the ordinary course of its business such as loans. As well as various bank guarantees etc.
6. Has the authority to approve the transaction costs for companies such as normal operating expenses and the cost of sales and administration. The limit for approval of such transaction is not more than 250 million baht or the amount determined by the Committee.
7. Allocation of reward money has been approved by the Board of Directors. Employees or employees of the Company or any persons who carry out the activities of the company.

Thus, the Executive Committee may delegate the duties to the Company's executive officers have the power to act in the particular subject matter or by the Board of Directors has deemed appropriate. The authorization above, the Executive Committee must comply with various requirements and agenda approved by the Board at a time and shall not approve any person or persons who may have conflicts of interest. Stakeholders, actual or potential conflict of interest in any other manner with the Company and its subsidiaries and must present these items to the Board of Directors for the consideration of the Board of Directors.

The Board of Directors has set the term of operate of the Board of Directors of the Company as follows.

- Chairman of the audit committee 3 years
- Audit committee 3 years

## Appointed board of Directors and remuneration of directors and executives.

List of appointed boards of directors and remuneration of the directors and executives as at 31 December 2017 consists with;

Name-Surname		Position
1.	Mrs. Phenchan Yongvongphiboon	Appointed Chairman and remuneration
2.	Mrs. Taisika Praisangub	Director
3.	Ms. Chananya Yongvongphaiboon	Director

### Scope of authority and obligation

Scope of authority and obligation of the appointed board of directors with agreed remuneration of appointed directors and executives.

The scope and authority of the appointed board of directors with agreed remunerations in brief;

1. Policies and guidelines proposed to the board of director for the following;
  - Procedure to nominate the committee and managing director.
  - How to pay the compensation and other benefits to paid to the board of directors, sub-committee and managing director.
2. Select and proposed the name of the qualified personnel to the board of director's consideration as follows;
  - Committee
  - The committee from the sub-committee authorize with power and duties, and direct responsibilities from the board of directors.
  - The managing director and vice managing director for the position of managing director. Authorize the managing director to initially consider and propose the nominated board of director for consideration and propose to the board of director.
3. To look after the board of director with appropriate quorum to the organization including the adjustment that correspond with changing environment.
4. To look after the committee and managing director to receive the appropriate compensation according to their duties and assign responsibilities.
5. To set the guidelines, propose and approve the work evaluation of the chief executive officer. To determine the compensation and annual incentive payouts.
6. Follow the succession plan of work, position, chief executive officer and vice chief executive officer to propose to the board of director's consideration at least once a year.
7. Report the work performance to the board of director at least once a year.
8. Other actions as authorize by the board of director.

## Risk Management Committee

The names of risk management committee as at 31 December 2017 consist with board of director and executive officer as follows;

Name-Surname			Position
1.	Mr. Chusak	Yongvongphaiboon	Chairman of the risk management
2.	Mrs. Taisika	Praisangub	Committee
3.	Mrs Phenchan	Yongvongphaiboon	Committee

### Scope of authority, responsibility of the risk management committee

The scope and duties of the risk management committee in brief below;

1. Supervise the different agencies to plan and implement the risk management plan.
2. To advice and approved the principles for risk management plan of the agencies and set the appropriate standard control measures.
3. Responsible for risk assessment, prepare and oversee the implementation of risk management plan of the organization.
4. Report the matter to the board of director and executive committee to determine the director, strategic risk management, framework of acceptable risk to review or approval.
5. Organize the meeting to review the performance of risk management and report the performance to the executive committee or board of director

## Executive

Names of the executive as on 31 December 2017;

Name-Surname			Position
1.	Mr. Chusak	Yongvongphaiboon	President
2.	Mrs Phenchan	Yongvongphaiboon	Vice managing president
3.	Ms. Chananya	Yongvongphaiboon	Director
4.	Mr. Chidchnok	Thomawongse	Executive Vice President / Acting Director of the factory
5.	Mrs Wannaree	Thipsuwan	Director of Finance and Accounting.

### Scope of authority of the President

Scope of duties and responsibilities of the authorized Director in the administration regarding the implementation of regular business and its management can be summarized as follows.

The Managing Director is the authorized representative of the Company. In the management of the company. To comply with policies, objectives, plans, rules, regulations, and regulations as assigned by the Board of Directors or the Executive Committee.

Assignment of power to control the daily management of the company.

To empower the Company to manage its business in accordance with its objectives, regulations, regulations, orders, and overall operational oversight.

The delegation mentioned above the managing director must comply with various requirements and agenda approved by the Board at a time and shall not approve any person or persons who may have conflicts of interest, stakeholders, actual or potential conflict of interest in any other manner with the Company and its subsidiaries and must disclose the transaction to the Board of Directors to the Board of Directors for consideration.

Otherwise, other than those mentioned above. The managing director cannot act unless authorized by the Board of Directors from time to time.

### Monetary remuneration in the year 2017

For the past Annual General Meeting of the shareholders 2017 held on 28 April 2017. The remuneration for the board of director of 4,000,000 Baht had been approved. Which is the same rate by the year 2017, the company paid the remuneration for the 5 board of directors with names below;

Name-Surname				Meeting Allowance (Baht) 2017	Meeting Allowance (Baht) 2016
1	Mr.	Virachai	Suteerachai	440,000	360,000
2	Sub.Lt.	Suree	Buranathanit	220,000	180,000
3	Mrs.	Taisika	Praisangub	220,000	180,000
4	Mr.	Piboonsak	Arthabowornpisan	440,000	360,000
5.	Mrs.	Methika	Chutipongsiri	160,000	

Note: 28/4/2017 Mrs. Metikan Chutipongsiri was appointed as the Company's director

Board of Directors for 2 people (in 2017), and 3 (in 2016), no compensation as a director. The 3 directors are executives. Therefore receive compensation as an executive as follows:

Unit: Billion Baht

Details	Year2017	Year2016
	Salary and Bonus	Salary and Bonus
(3) Director- as executive	7,431.00	7,594.50
(2) Management	3,519.75	3,933.25
<b>Total</b>	<b>10,950.75</b>	<b>11,527.75</b>

**Other remuneration for directors and executives**

- None -

**Personnel**

Total number of employees of the Company and subsidiaries as of December 31, 2016 and 2017 a total of 329 people and 374 people (excluding management) consisted of the following lines.

Department	Number of Regular Employees 2017	Number of Regular Employees 2016
1. Office	94	77
2. Factory	280	252
<b>Total</b>	<b>370</b>	<b>329</b>

For the past 3 years, the company has no labour dispute.

**The compensation of the employees**

The compensation of the employees who are not executives of the company and its subsidiaries (total output during the year). In 2017 and 2016 in total of 110.70 million baht and 114.52 million baht respectively which paid in terms of salary, bonus, labour fees, overtime, cost of living allowance and fund.

**Policy Development**

The Company has the policy to develop employees as follows:

- Support programs to increase the efficiency of the company's workforce: There is an internal training program and the external training regularly. To bring knowledge and experience to apply to work.
- New Employee Training Program: A mentoring system for newly recruited staff. Older employees are coaching new generation employees to learn the job. This will allow the

company's employees to perform their duties properly and efficiently. They can also develop their organizations to compete in both national and regional competitions.

- Employee compensation policy at reasonable rates to motivate and keep employees engaged with the company in the long run.
- The Employee Benefits Program introduces fellow employees who have not worked with the company before to motivate them to introduce and persuade friends. Relatives working for the company.
- Policies relating to the welfare and working environment of the Company's employees, as appropriate.

## Risk Factors

---

### The risk of the business

- **Risk of volatility in consumption.**

The main products of the Company and its subsidiaries are the products in the construction industry, automotive industry and the electrical appliances industry, etc. In the past 2017, the situation of overall industries has slowed. By sectors of the infrastructure construction industry. Public sector is still an important factor driving the industry. The slowdown of the construction industry. This is one factor that affects the sales volume.

- **Risks from volatility of raw material prices.**

In the year 2017, the price fluctuation of hot rolled coils affected product cost and product price which came from the risk of price volatility. The Company and its subsidiaries monitored the situation in order to assess the situation and price trend closely, both in domestic and international prices include the other factors that may affect the price of raw materials. To take into consideration the order. However, the Company and its subsidiaries continue to focus on warehouse management in the right amount in line with sales. To reduce the impact on price.

### 2. Risk Management

- **Customer's credit risk**

The Company and its subsidiaries had trade accounts receivable as of December 31, 2017, amounting to Baht 497.01 million or 92.63% of total revenues from sales and services of the Company and its subsidiaries. The unpaid outstanding balance of Baht 332.30 million, unpaid over 90 days, amounting to Baht 128.07 million, totaling Baht 460.37 million or 85.34%.

The Company and its subsidiaries are committed to the quality of their receivables. It is a good practice to consider giving credit to all customers equitably and equally. To reduce the risk of any particular group. The Company and its subsidiaries also keep track of the quality of receivables. To reduce the risk that the debtor cannot pay. In addition, the Company and its subsidiaries have a policy to set aside allowance for doubtful accounts with all trade receivables that meet the criteria or are unlikely to be able to make payments.

- **Risk from Interest Rate**

As at December 31, 2017, the Company and its subsidiaries had a liability of Baht 1,886.29 million or 98.91% of total liabilities. The debt is a commercial loan in the form of Letter of credit, trust receipts, promissory notes, etc., with interest rates ranging from 1.02-3.02 percent per annum. The change in market interest rates may affect financial costs and operating results of the Company and its subsidiaries.

However, the Company and its subsidiaries' financial costs for the year 2017 were Baht 30.13 million or 0.59 percent of sales and service income. Management is also confident that the change in interest rates does not have a material impact on the Company's operations and cash flows.

- **Risk from exchange rate**

In the year 2017, the Company and its subsidiaries purchased goods from foreign countries. Of the total order value The order is in US dollars and euros. Exchange rate fluctuations are difficult to predict. There are many factors that affect the movement of exchange rates. The Company and its subsidiaries manage the use of appropriate tools to mitigate the risks that may affect the Company and its subsidiaries.

## Assets for the Business Used

### The fixed assets use in business

As at 31 December 2017 the company has fixed assets use in the business as follows;

		Unit: Million Baht	
Type / style of property	Type of Ownership	Value	Obligation
<b>1. Land</b>			
- Area of 16 acres, 3 Ngan and 5 square yard Location: No. 55, 55/1, Moo 2, SoiWatNamdaeng, Srinakarin Road, Bangkaew Sub-District, Bangplee District, SamutPrakan Province	Owned by the company	147.51	(1).Mortgage loan of 400 million baht
- Area of 99 acres, 72 square yard* Location: No. 90/1, Moo 10, Sasiliam Sub-District, PhanasNikom District, Choburi Province.	Owned by the company	49.12	(2). Mortgage loan of 600 million baht
- Area of 85 acres, 69 square yard** Location: No. 90/1, Moo 10, Sasiliam Sub-District, PhanasNikom District, Choburi Province.	Owned by the company	42.18	None
- Area of 17 acres, 34 square yard Location: No. 90/1, Moo 10, Sasiliam Sub-District, PhanasNikom District, Choburi Province.	Owned by the company	8.46	None
- Area of 3 acres, 82 square yard Location: No. 6/10, Moo 1, SoiWatNamdaeng, Srinakarin Road, Bangkaew Sub-District, Bangplee District, SamutPrakan Province.	Owned by STC	25.64	(3). Mortgage loan of 250 million baht
<b>2. Factory Building</b>			
- Factory Building of the company Location: No. 55, 55/1, Moo 2, SoiWatNamdaeng, Srinakarin Road, Bangkaew Sub-District, Bangplee District, SamutPrakan Province.	Owned by the company	93.56	(1). Mortgage loan of 400 million baht
- Choburi Factory Building of the company** Location: No. 90/1, Moo 10, Sasiliam Sub-District, PhanasNikom District, Chonburi Province.	Owned by the company	156.83	(2). Mortgage loan of 600 million baht



Unit: Million Baht

Type / style of property	Type of Ownership	Value	Obligation
<b>2. Factory Building</b>			
- Factory building of subsidiaries company			
Location: No. 6/10, Moo 1, SoiWatNamdaeng, Srinakarin Road, Bangkaew Sub-District, Bangplee District, SamutPrakan Province.	Owned by STC	11.83	(3). Mortgage loan of 250 million baht
4. Factory Rent and Office building	Owned by GA	0.22	Lease agreement
5. Machineries and Equipments	Owned by the company	320.15	None
6. Machineries and Equipments	Owned by STC	0.04	None
7. Machineries and Equipments	Owned by GA	0.42	None
8. Vehicles	Owned by the company	9.53	None
9. Vehicles	Owned by GA	0.37	None
10. Furniture and office equipment	Owned by the company	7.00	None
11. Furniture and office equipment	Owned by GA	0.99	None
12. Construction in progress and Machineries in progress	Owned by the company	118.06	None

### Investment policy and the management of subsidiaries and associated companies

The investment policy of the company will consider in investing the businesses that support and facilitate the business of the company of business in an industry that tends to grow and it is important to take into an account the benefits that will receive from investment. The company will oversee by sending the committee by representing according to the portion of shares. If the associated companies, the company will not on control much but sending the representative from the company as the director of that company based on the portion of the shares of the company.

## Report of practice under the good corporate governance

---

The Board of Director of Asia Metal Company Limited (Thailand) (the "Company") has recognizes the importance of good corporate governance of the companies. To abide by such guidelines as the basis for the business operations and policies. To perform the responsible duties and honest with care. Asl resulted in business growth can be effective, transparent and raise confidence among the shareholders, investors and all relevant parties. Which at present, the company has to comply with the 5 principles as follows.

### Chapter 1 Rights of the Shareholder

#### 1.1 Election

According to the implemented rules of the company in the particular to elect the board of director of the company at the shareholder meeting under the principles and method as follows;

- (1) One shareholder has the vote equivalent to one share according to the total of share that has been hold.
- (2) Each of the shareholder shall use all the vote according to (1) to elect the same person or several person as the committee but not to divide the vote more or less to any person.
- (3) The person receive the highest vote significantly can be elected as the committee equivalent to the number of the committee which has been or elected at that time. In case the elected person in the next level has more vote than the number of the committee existed or just elected at that time, the president has the absolute vote.

In addition to this, during the past ordinary shareholder's meeting, the company has given the shareholder the chance to vote and individually choose the committee.

#### 1.2 Rights to attend the shareholder's meeting

##### **Before the date of the meeting**

- (1) The company has given the shareholder their privilege to present the agenda at the meeting and names to be elected as the board of director of the company 60 days in advance before the meeting. Which prescribing the principles in presenting the above at the website of the company: [www.asiametal.co.th](http://www.asiametal.co.th) with the announcement through the Stock Exchange Market of Thailand. Including the forms for convenient to the shareholders to be presented the agenda of the meeting and the names of the above person. However, in 2016 there is no shareholder presented the agenda and names to be elected as the committee.
- (2) The company has send the invitation letter of the meeting to the shareholder prescribing the agenda and opinion of the board of each agenda. The letter has included the document for the meeting and send to the shareholder at least 14 days in advance before the meeting of the shareholder. The entire data shall be presented at the website of the company headed "data for the investor" in 30 days in advance before the shareholder's meeting under the AGM Checklists to let the shareholder has the chance to review the data before attending the meeting in advance before receiving the data in shape of document.

- (3) To provide conveniences at the meeting to the shareholders that could not attend the meeting by their own, the company has the proxy letter herein attached Form Kor. and Form Kor. together with the invitation letter. To allow the shareholder staying abroad can appoint their proxy to attend the meeting and can cast their vote on their behalf or able to assign the power to the independent committee appoints by the company as the proxy.
- (4) In addition to the letter of invitation send to the shareholder and in order to provide and to receive additional information. The company has manage for an advertisement to invite the shareholder in the newspaper for continuously 3 days and 3 days in advance before the shareholder's meeting as prescribe in the Public Company Limited Act B.E. 2535 (1992). As well as publish the letter of invitation of the meeting and documentation at the website of the company headed "data for the investor."

#### **On the meeting day**

- (1) The company has provides the conveniences to the shareholder in particular of the place for convenience to travel, preparation of the invitation letter for those shareholder failure to bring the document, monitor to present the agendas in term of Power Point for the conveniences to consider each agenda with micro phone. To allow the shareholder the right to ask, present or show their opinion as long necessary. Provide the table for the registration and examine the document with the assistance of the staff.
- (2) The board of director, board of audit committee and executive board are aware how important is to attend the meeting that shall be considered as duty and responsibility. That enable the previous ordinary shareholder's meeting consist with the board of director, board of audit committee, board of director that determine the compensation, executive board and administrative having the highest authority in finance department and accounting are attended the meeting except the president who is absent due to urgent task that could not able to attend the meeting.
- (3) Before stating to consider the several agendas as mentioned in the letter of invitation. The company has appointed the secretary of the company to inform the method of how to vote of each agenda as well as to inform the number of shareholder attended the meeting and total of share having the right to vote.
- (4) To give the chance to the shareholder in fair justice to show their opinion and ask the board of director of the company in each meeting agenda.

#### **After the meeting**

- (1) In addition to make notice to the resolution of the annual ordinary shareholder's meeting through the information system of the Market Stock Exchange of Thailand. The company also publish at the website of the company to allow the shareholder the chance to correctly review that resolution. It is also the other way to know the data of the shareholder which could not be able to attend the meeting by their own and other investor as well.
- (2) The company has the minutes of the annual ordinary shareholder's meeting and published at the website of the company with 14 days from the date of the annual ordinary shareholder's meeting.

### 1.3 Rights to receive the dividend

The company has determined the policy to pay the dividend for the performance not less than 50% of the net profit as the legal reserves amount. Which the company has allocated the reserves amount under the law equivalent to 10% of the registered paid up capital.

The company has allocated the reserves amount 55 million bath under the law regulation. The committees approved to pay dividend payment which from the net profit in 2017.

### 1.4 Rights to receive the sufficient data about the business

The company has manage to publish the necessary information such as the work performance or financial statement etc. through the Market Stock Exchange of Thailand. Moreover, also publish at the website of the company headed “ data to inform the Market Stock Exchange of Thailand.” The company also appoints the investor public relation to follow up and negotiate with the investor, analyzer including the related government and private sector. For enquiry contact the Tel. No.

Tel : 02 383 4100, 02 338 7200 ext. 221

Fax : 02 383 4102

## Chapter 2 Treating Fair Practice to the shareholder

- (1) Preparation of Invitation to Annual General Meeting of Shareholders. The Company has treated the fair practices to the shareholders in the country and foreign shareholders equally. The invitation letter is prepared such documents and the agenda in Thai and English language.
- (2) The company has been prepared the Proxy Form Kor and Form Kor. So that the shareholders in both domestic and foreign who are unable to attend the meeting may appoint another person to an independent company offering a proxy to attend and vote on their own. And convenience by allowing the shareholders to download the proxy form from the company's Web site 30 days prior to the meeting.
- (3) The shall have no additional agenda for the meeting without informing the shareholders in advance.
- (4) The company directors and managers must report to the company's aware of the interest of the person or persons involved. The interests involved in managing the business of the Company as defined in Section 89/14 of the Securities and Exchange Commission (No. 4) Act 2551 for the Board to consider the company's transactions. Potential conflicts of interest and can make decisions for the overall benefit of the company. The directors and executives who have an interest to make transactions with the Company will not participate in the decision on the transaction.
- (5) The Board of Directors is aware of the importance of data protection within the company to use for personal gain. The company has the policy to keep the information which has not yet been disclosed to the public as confidential. By the perception that only for those involved.

The company informs the directors and all executives acknowledged the obligation to report holdings of securities in the company of their own Including the spouses and minor children. As well as the changes in securities reports on SEC and stock under section 59 and penalties under Section 275 of the Securities and Exchange Act BE 2535 and has also prohibits the directors and executives.

Including spouses and minor children of such persons to buy, sell, transfer or accept transfer of the securities using inside information that has not yet been disclosed to the public. For the case of executives, including spouses and minor children to buy, sell, transfer or transfer of securities of companies that fall into the above cases shall be reported to the SEC and the Stock Exchange every time you buy, sell, transfer or transfer of such securities within three days from the date incurred and send the copy to this report to the Secretary as evidence.

### Chapter 3 The role of stakeholders

The company was aware of the rights and importance of the stakeholders, both in terms of customers, employees, partners, shareholders or investor, creditors, competitors. Also focuses on environment and social responsibility, community where the company is located. As well as the society and government sector. In 2011 the company has added the best practices and set the policy such as; the management and staff are not allowed to illegally use the software, do not copy the software copyright, don't involve the violation of human rights, encourage the employees to use the resources efficiently with value, pay attention and always aware the safety and environmental awareness, encourage the employee and stakeholders of the company to get involved in the development of the community and society. As can summarized below;

- (1) Customers To adhere that the customer is the center that the company should ready to serve to comprehensive the needs. By providing the guidance, solution and assistance to supply the product, create the new services, developed the broad range of options, adding the value of steel products. As the new perspective in steel business under the management that fully support the manufacture, modern technology, determine the product quality, deliver on time that corresponds to the production of the customers. In order to build the confidence to the customers and conveniences to the customers.
- (2) Employees Because of the potential of the employees is one of the important structures that every thought and every imagination becomes a reality. Therefore the company tend to develop the employees of the company become a professional, with value in thinking and practices. That tending the success, trusted and reliable that can fully correspond the needs. At the same time the company also focuses on providing the employee the knowledge, experience and expertise to give consulting and learn new things. By providing the regular training and skill development.
- (3) Partners The Company has the policy to builds a good relationship to the partners, and treats the partners fairly as agreed under the business terms and/or agreement. In order to develop and maintain the sustainable relationship for the mutual benefit of both party.
- (4) Shareholders The Company is committed to grow the business of the company continuously. Until the company enable to grow as the leading company in steel industry. Although in recent years there are the economic problems due to many factors. That is to build the confidence and add the value to the shareholder over the long terms. To provide the way for the shareholders/stakeholders to contact/complaint to the independent committee. Also to determine to accept the complaint about the good governance from the employee through the secretary of the company. By reporting the good governance to the board of audit and good governance on a quarterly basis

- (5) Creditors The Company shall comply the terms of loan agreement and provide the accurate financial information, including the payment on time.
- (6) CompetitorsThe Company operates under the rules of fair competition and not to destroy the reputation or cause damages to their competitors.
- (7) Community and Society The board of directors has focused how important is the development and social responsibility along with business operation. With realization that business will survive must based on growing steadily of the society and environment. Therefore it has encourage various activities for the development and friendly to the environment in terms of production, work environment, work place and community around, safety, take into account the physical and mental health of the employees, including to organize the activities that will give benefits to the society.
- (8) Government SectorsThe Company has compliance with the laws, rules and regulations of the government sectors strictly. Also to cooperate in providing the information about the company's performance and to participate with other activities organize by the government agency.

#### Chapter 4 Disclosure and Evident

- (1) The board of directors oversees the disclosure of sensitive information related to the company. Including the financial statement audited by the independent auditor in accordance with generally accepted accounting standard and non-financial information such as remuneration of the directors, number of directors attended the meeting, scope of work of the board of directors, transaction information and policy oversight of the company as required by the securities and exchange commission, the Stock Exchange of Thailand and other related information that is accurate, complete, on time, transparent. Allowing the investors and stakeholders of the company equally receive the information via on the news of the Stock Exchange of Thailand, annual statement of the data, annual report and at the website of the company [www.asiametal.co.th](http://www.asiametal.co.th) Also the company has appointed the secretary to be responsible for the preparation and maintain such data and provide the accurate information to the investors, shareholder, analysts and stakeholders.
- (2) Which has been clearly defined and transparent the remuneration is the same with other industry. Which was determined by the Remuneration Committee and approved by the Shareholder General Meeting? The details of the remuneration of the directors and executive officer are out in the topic of the management structure.

## Chapter 5 Responsibilities of the Board of Directors

### 1. Structure of the board of directors

Board of directors At the end of 2017 there are 7 board of directors segregated into independent directors and 3 audit committee which complies with the requirements of the Stock Exchange of Thailand. The person with knowledge, experience and skills that is beneficial to the company's business. The board of directors has been approved from the general meeting of the shareholder to hold such position. The details of the scope of duties and responsibilities are listed in the structure and management.

Audit and Governance Committee consists of 3 independent directors. The audit committees are independent who have no interest and no association with the company, board of director, board of administration, major shareholders and related to any of the above. The 3 audit committees are the person with sufficient knowledge and experience that will serve to verify the reliability to the financial statement. For the details relevance to scope of work, duties and responsibilities are appeared in the structure of the management.

Nominated committee and remuneration consists of the chairman and two other committee altogether there are three of them. Which the nominated committee and set the remuneration for the three of them. They are the person with sufficient knowledge and experience to act in the recruitment and set the remuneration.

Risk Management Committee consist with chairman and 3 other committee altogether 4 of them which the board of the management altogether 4 of them are consist with sufficient knowledge and experience to act to manage the risk and prevention of the risk to be arise.

Board of Directors consist with chairman and another 2 committee altogether 3 of them which 3 of the board of directors are the person with sufficient knowledge and experience to act of the management to be stable, progress and potential for the competition with other company in the same industry.

### 2. Determine the office terms of the Committee

According to the rules and regulation of the company Article 13 it was determined at the Annual General Meeting that one director will leave his office out of the three directors. However if the number of directors be divided into three parts and will not match then the nearest number to the one part of the three parts will be out. Which the directors hold the longest post will retire from his post and the director that will leave his post under the agenda will be elected on the new position.

### 3. Qualifications of independent directors

Features of the Company's independent directors is defined as the minimum requirements of the Securities and Exchange Commission of Thailand.

1. Shall not hold more than 5 percent of the paid-up capital of the company. Its subsidiaries, affiliates or related companies shall be inclusive of the shares held by those involved.

2. Is not participate in the management of the company. Affiliates, subsidiaries, associated companies or shareholders of the Company is not an employee or consultant who receives a salary from the company and Its subsidiaries Associate companies or shareholders of the Company. As Managing Director of the Company cannot be verified because the President is directly responsible for the management and so on.

3. Is not benefit or interest, whether direct or indirect. Both in financial and operational management of the company. Its subsidiaries, affiliates or shareholders of the Company and include no interest or interest in such manner for a period of one year before being appointed to the Audit Committee. Unless the Board has carefully considered that. To have interests or equity shall not affect the performance of duties and independent opinion.

4. A director who is not related to, or relatives of directors or major shareholders of the company.

5. A director who is appointed as a representative to safeguard the interests of the Company's major shareholders. Or shareholders who are related to the Company's major shareholders.

6. Able to perform its functions. Comments or reports to perform its duties. Assigned by the Board of Directors. It is not under the control of the executive or major shareholder of the Company. Including those involved or close relatives of such persons.

Also, if the board of the Stock Exchange or Securities and Exchange Commission has announced an update or lenient. Qualifications criteria It is effective as announced later on.

#### **4. Leadership and Vision**

The board of directors has the leadership, vision with freedom for decision making, set the policy, goals, business development and budget plan to the best interest of the shareholders and growth of the company. The plans are reviewed annually to meet the expected goal of the business.

#### **5. Conflict of Interest**

To avoid conflicts of interest. The board of director has carefully maintained on the list of possible conflict of interest, policies and procedure. Including the prevention not the management and related person within the company use the internal information for personal gain.

- List of possible conflict of interest: The committee should aware the conflict of interest, related transaction and always carefully consider. Including the compliance with the rules of the Market Stock Exchange which the price and conditions like the transaction with the third party (as Arm's Length Basis) and revealed the details of the details, value, partners of the contract, reason/necessity at the annual report and Form 56-1 in the next topic of the transaction.
- Monitoring the use of internal information: The board of the directors designed that the management shall report the changes of holding the assets at the Securities and Exchange Commission under Section 59 of the Securities Exchange Act B.E. 2535 prohibits the executive or agencies that have been informed by the disclosure to the third party or person which are not related and not trade the assets of the company during 1 month before the publication of the financial statement.

#### **6. Code of Ethics**

The company has designed in compliance with the code of conduct of the board of director, management and employees to adhere as guidelines in the performance in according to



the mission of work with integrity, honestly and fairness to perform with the company, all groups of stakeholders, public and society. The roles and responsibilities mentioned above are defined in the scope of authority of the board of directors and managing directors. Including the regulations at work of the company which designed the disciplinary action, the board of director has improved the policy of governance and business ethics to correspond with the following guidelines;

6.1 Policy regarding the number of the company which each director has to post their terms of office, but not does limit the term of office. The 8 directors will post as the committee of the registered company not more than 5 companies complying with the principles of corporate governance.

6.2 The managing director can post as committee to other company by informing the board of directors in written within 14 days of the appointed date or notify the board of directors before the appointment as managing director (in case of newly appointed managing director).

6.3 The committee shall recognize the importance to report the complaint and suggestions by giving the employees and stakeholders the chances to complain, express their suggestion to lead for the improvement of the management systems. For reporting the clue of the offense can be conducted by sending the complaint through the corporate secretary.

6.4 The board of directors of the company has the guidelines of “ethical behavior” as a discipline. Which the committee, management and all employees must strictly adhered to comply. Any infringement is a violation against the discipline in accordance with the personnel management.

6.5 The board of directors has the policy about the conflict of interest in the ethical guidelines. To prevent the chances of seeking personal gain elaborated below;

- Shall have no record of offence against the Office of the Securities and Exchange/Stock Exchange of Thailand.
- The chairman is not the same person of the managing director. With powers, authority and duties that clearly segregated from each other.
- Organize the meeting between the non-executive directors without the management side for the freedom to express their opinion for the improvement of the management of the management department.
- The board of directors has established the system of internal control that covering the financial, work performance, operations complying the law, rules and related regulations, including providing the adequate risk management. As well as providing the device for inspection and scale that is effectively sufficient to protect and preserve the assets. With plan for internal inspection conducted by the in depended agency that directly reported to the Audit Committee and Governance Committee. Also to report it to the Audit Committee with quality that contains the important and accurate information with the policy of risk management in a clear manner.

#### **7. Scale of Non-Executive Directors**

As of December 31, 2017 there are 8 board of directors of the company with details below;

- |                       |          |
|-----------------------|----------|
| 1. Executive Director | 3 person |
| 2. Committee          | 2 person |
| 3. Audit Committee    | 3 person |

Therefore, the company has 3 independent directors representing to 37.50 percent of all directors. It also held the meeting with the non-executive directors and management side to have the freedom to express their ideas fully.

### 8. Join or separation of the position

The chairman is not the same person of the managing director. However, the chairman and managing director will represent the group of the major shareholder that holds 19.13 percent and 24.90 percent respectively of registered capital and paid up share. But the board of director consists of 3 audit committee which will cause the balance and can review the administration.

### 9. Directors and Executive Remuneration

The company's remuneration policy has set clearly and transparent by appointing the nominating committee and remuneration committee to consider which the compensation has been presented to the subject matter of the structure of remuneration management for the committee and executives.

### 10. Meeting of the Board of Directors

The company has set the schedule for the meeting of the board of director on a regular basis (at least 3 months each time) with special meeting as necessary to precise agenda in advance and monitoring the operation regularly. By sending the notice of the meeting contain with the meeting agenda and document before the meeting in 7 days in advance. Allowing the board of director has the adequate time to study before attending the meeting. It also has the minutes of the meeting in written and report the minutes of the meeting approved by the board of directors so that the board of directors and related person can examined the minutes of the meeting.

For the past 2017, there are 8 meetings of the board of directors as follows;

Name-Surname			Numbers attended
1.	Mr. Virachai	Suteerachai	7/8
2.	Mr. Chusak	Yongvongphaiboon	8/8
3.	Miss Channaya	Yongvongphaiboon	8/8
4.	Mrs. Phenchan	Yongvongphaiboon	8/8
5.	Mrs. Metikan	Chutipongsiri	3/4
6.	Mr. Piboonsak	Arthabowornpisan	5/5
7.	Mrs. Taisika	Praisangub	4/5
8.	Sub Lt. Suree	Buranathanit	5/5

Note: On 28 April, 2017 Mrs. Metikan Chutipongsiri was appointed as the Company's director

### 11. Subcommittee

The General Meeting of Shareholders has appointed an Audit Committee and Corporate Governance Committee operated on February 17, 2007 which to assist in the corporate governance of the Company. The powers and duties of the Audit Committee in accordance with the details. Structure of Currently, the appointment of committees to act in moderation. And monitor and manage the issues. Subcommittee on board in a meeting at least once every 3 months to consider going on to keep up with the management of the company.

### 12. Internal Control and Audit control system

The company has emphasis how importance is the internal control in management level and performance to have efficiency. Therefore the duties, authority of the operators, management has clearly determined in written. There is the control over the assets of the company to gain benefits with segregated duties of the operators, monitoring-control and work evaluation to make it balance and inspection between each other in appropriately. There is also the internal control to the

financial system which the company has provided the constant financial report according to the responsible management department. Includes, the company has appointed the internal inspection to assure that the major performance and important financial activities of the company has correctly proceed according to the principle and efficiently. Also to examined the legal performance and compliance control of the company. To allow the internal inspection agency has the freedom and ability to examine and well balance. The board of director therefore has the internal inspection agency that will do the report of the result directly to the audit committee. With the work evaluation from the audit committee and to ensure that the inspection control and internal audit has conducted independently.

### **13. Report of the board of directors**

The board of directors is responsible for the financial statement of the company and consolidated financial statement of the company and its subsidiaries (if any), and financial information that contained in the Annual Report. Thus, the financial statement has been prepared in accordance with the accounting standards that generally accepted in Thailand. By selecting to use the accounting policies and consistently implemented. Applying the careful discretion that is best for the preparation with adequately disclosed the important data in the notes to the financial statements.

The board of directors has effectively maintained the internal control. To ensure that there is no reason that the accounting records are accurate, complete and sufficient to maintain the property, and to identify the weakness in order to prevent fraud or irregularities of the material.

The audit and governance committee contained with non-executive directors that are responsible for the quality of financial reporting and internal control system, and meeting with the auditor of the company without the attendance of the management to assess the risk, adequacy of the information and internal control system.

Therefore the committee considered that the internal control system of the company as a whole is in a satisfactory factor and confidently create the reliability of financial statements of the company.

### **14. Relationship with the Investors**

The board of directors of the company is aware that the information relating to the financial and non-financial. All are influence to the decision making of the investors and stakeholders of the company. Therefore there is an instructing explicitly to the management to act in the matters relating to the disclosure of the complete information, accurate, reliable and on time. Which the management of the company has been aware how important and always abide. For the part of investor relation section, at present the company has the agencies for overseeing the responsibility such as the secretary of the company together with the finance and accounting department to negotiate with the investors of that institutional, shareholder together with the analysts and related government sector in order to report the data on time.

## Corporate Social Responsibility Activities

---

The company has focused on how important is the organization and being participated in the society in various ways such as providing scholarships to the children of the employees on annual basis granting scholarships to elementary school and high school level at the urban areas. Together with the school to construct the toilet for the student of kindergarten school as well as participated together with the government sector to encourage the employees to donate items and others to poorer people that complementing the activities of the industrial sector and community to live together in a warm and creatively.

### **Program for the community**

The company has participated with school community by granting the scholarship to the students at the community school in elementary level and high school level, recognizing that the youth are important resources of the country in the future. Therefore it should promote the learning and skills development activities in the year 2017 as follows;

(see detail in CSR report in year 2017 at [www.asiametal.co.th](http://www.asiametal.co.th))

### **Program for employees**

The Company focuses on the health of employees as well. For employees who are vital in driving business growth, sustainability and quality. In order to have an annual health check and with the advice of health care by doctors and nurses.

The company has provided its employees have participated in the training of fire and other threats by the repair of fire extinguishers, evacuation annual debt every years. In 2017, It presents both the headquarters and branch offices Bang. To provide employees with a better understanding of the health and safety of the employees who have been trained to use in their daily lives, whether in the workplace, home and community-based living.

- Co-sponsors of Children's Day activities and scholarships at Watnamdaenggreen dedication)
- On January 12, 2012, the Company participated in the CSR activities of the UOB Commercial Division, delivered and consumed at Thammasat School, Nonthaburi.

### **Program for the employee**

Company to focus on the health of employees as well. Because all employees who are critical in driving business growth, sustainability and quality. The Company held an annual health check. And providing advice on health care by doctors and nurses.

The company has provided its employees have participated in the training on fire and other threats by the repair of fire extinguishers, evacuate the annual debt every years, which in 2016 was held in the headquarters and branch offices Phanunikhom. So that employees have a deep understanding of hygiene, which enable employees to attend the training can be applied in everyday life, whether at workplace, home and community-based living.

## Summary of the transactions of the company for 2017

Summary of the transactions between the company, subsidiaries and related companies or individuals who may have conflicts of interest that occurred in 2017.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>STC Steel Co.,Ltd.</b>	Subsidiary AMC holds 99.99%	The company rent building and machines.	0.12	- Due to rent the office building with STC Steel Co.,Ltd. and according to pricing agreement of rent contract.
Produce and providing steel cutting and modifying service.		with total outstanding account as of the end of the year	0.00	
		Remaining interest	23.00	
		The company hires the production of steel pipe from STC Steel Co.,Ltd.	8.38	- Due to hires the production of steel pipe from STC Steel Co.,Ltd.The price of the steel purchase by the company with STC Steel Co., Ltd. is the market price and fair price given to the third party which is the normal business.
		With total outstanding account as of the end of the year	0.88	- Which the audit committee and governance committee will consider the mentioned report and approved that report is reasonable for the highest benefits of the company. The price purchase-sold the product is the fair price that has purchase and sold to the third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>Grand Asia Steel Processing Center Co.,Ltd.</b>	Subsidiary AMC holds 50.00%	The company sold the steel and also rent building and machines.	102.90	- Due to selling the steel and offer the service to cut the steel which is the normal business operation. Which the price of the steel and cut the steel with Grand Asia Steel Processing Center Co.,Ltd.is the prices according to the market and the fair price given to the third party and price agreement of rent contract.
		with total outstanding account as of the end of the year	69.23	
		The company purchased the steel from Grand Asia Steel Processing Center Co.,Ltd.	0.09	- Due to selling the steel sheet in big size with thickness given to the customer. The price of the steel purchase and commission by the company with Grand Asia Steel Processing Center Co.,Ltd.is the market price and fair price given to the third party which is the normal business.
		With total outstanding account as of the end of the year	2.69	- Which the audit committee and governance committee will consider the mentioned report and approved that report is reasonable for the highest benefits of the company. The price purchase-sold the product is the fair price that has purchase and sold to the third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>Taweechoke PhanitCo.,Ltd.</b> operates in retail of hot-rolled steel	Mr. Pornthip Yuthinupamai, Mrs. Sengchan Lee and Mrs. Vatcharee Yuthinupamai, the three are the authorized signature and shareholders of TaweechokePhanit Co., Ltd. the sibling and mother of Miss PhenchanYuthinupamai, the director and major shareholder of the company	The company sold the steel to Taweechoke Phanit Co., Ltd.	0.45	- Due to selling the steel and offer the service to cut the steel which is the normal business operation. Which the price of the steel and cut the steel with TaweechokePhanit Co., Ltd. is the prices according to the market and the fair price given to the third party.
		with total outstanding account as of the end of the year	0.00	
		The company purchased the steel from TaweechokePhanit Co., Ltd.	1.26	- Due to selling the steel sheet in big size with thickness given to the customer. The price of the steel purchase by the company with TaweechokePhanit Co., Ltd. is the market price and fair price given to the third party which is the normal business.
		With total outstanding account as of the end of the year	0.14	- Which the audit committee and governance committee will consider the mentioned report and approved that report is reasonable for the highest benefits of the company. The price purchase-sold the product is the fair price that has purchase and sold to the third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>Permchai PanichCo.Ltd.</b>	Mr. Virachai Suteerachai, The shareholder of the company, an uncle of Mr. Chusak Yongvongphaiboon who is a director and the shareholder of the Company.	The company sold the steel to PermchaiPanichCo.Ltd.	0.08	- The transaction is a sale of steel products, and provides cutting slit, which is normal. The price that the company sells steel and features a cutting slit with limited commercial company to finish a sale at market price and the price of the sale to a third party.
operates sale the 2 <sup>nd</sup> grade of hot-rolled steel sheet		With total outstanding account as of the ended year	0.00	- Because there is no transaction in 2016, the Audit Committee and Corporate Governance Committee. There are no comments
<b>Permsin Steel Work Public Co.,Ltd.</b>	The group of the relatives Yongvongphaiboon ,The major of shareholder's Permsin Steel Public Co.,Ltd. Which is a director and the shareholder of the Company	The company purchase the coil hot-rolled steel from Permsin Steel Public Co.,Ltd.	0.00	- Due to selling the steel and offer the service to cut the steel which is the normal business operation. Which the price of the steel and cut the steel with Permsin Steel Work Public Co.,Ltd.. is the prices according to the market and the fair price given to the third party.
		The company purchase the coil hot-rolled steel from Permsin Steel Public Co.,Ltd.	2.22	- The cold rolled steel is the normal trading The purchase price of cold rolled steel with Permsin Steel Work Limited (the Company) as at market prices and the price of buying from a third party.
Trading and cold- rolled steel service center		With total outstanding account as of the ended year	0.00	- Audit and Corporate Governance Committee has reviewed the transaction Transactions are reasonable for the benefit of the company. The purchase price of - sales. The price to buy - sell to outsiders.



Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>GJ Steel Public Co., Ltd.</b>	Khunying Patama Leeswadtrakul, The director and shareholder of GJ Steel Public Company Limited, the major of shareholder of the company.	The company purchase the coil hot-rolled steel from GJ Steel Public Co.,Ltd.	0.00	- Since in purchasing the hot-rolled steel in coil is the normal price which the price purchased by the company of the hot-rolled steel sheet in coil with GJ Steel Works Public Co., Ltd. is the price in the market and fair price as purchase from the third party.
operates in manufacture and sale the hot-rolled steel sheet and coil		With total outstanding account as of the ended year	0.00	- The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.
<b>G Steel Public Co., Ltd.</b>	Khunying Patama Leeswadtrakul, The director and shareholder of G Steel Public Company Limited, the major of shareholder of the company.	The company purchase the coil hot-rolled steel in coil from G Steel Public Co.,Ltd.	0.00	- Since in purchasing the hot-rolled steel in coil is the normal price which the price purchased by the company of the hot-rolled steel sheet in coil with GJ Steel Works Public Co., Ltd. is the price in the market and fair price as purchase from the third party.
operates in manufacture and sale the hot-rolled steel sheet and coil		With total outstanding account as of the ended year	0.00	- The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
Prime Steel Mill Co.,Ltd. operates in manufacture and sale the hot-rolled Narrow strip coil	Mr. Win Suteerachai, The shareholder of the company, authorized signature and shareholders of to Prime Steel Mill Co.,Ltd. the sibling of Mr. Chusak Yongvongphaiboon, the director and major shareholder of the company	The company sold the steel to Prime Steel Mill Co.,Ltd	1,489.69	- The sale of goods and services Slab production rolling. The normal trading The price that the company sells steel products and provides contract manufacturing services to the steel company Prime Steel Mill Co., Ltd. is sold at market price and the price of comparable sales to third parties.  - The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.
		with total outstanding account as of the end of the year	101.15	
		Advance payments for goods	488.30	
		The company purchase the coil hot-rolled steel in coil from Prime Steel Mill Co.,Ltd	1,895.48	
		With total outstanding account as of the ended year	0.04	
Win Win Holding Co.,Ltd.	Mr. Win Suteerachai, The shareholder of the company, authorized signature and shareholders of Win Win Holding Co.,Ltd.the sibling of Mr. Chusak Yongvongphaiboon, the director and major shareholder of the company	The company sold the steel Win Win Holding Co.,Ltd.	0.00	- Due to selling the steel and offer the service to cut the steel which is the normal business operation. Which the price of the steel and cut the steel with Win Win Holding Co.,Ltd.is the prices according to the market and the fair price given to the third party.
		with total outstanding account as of the end of the year	0.00	- The hot rolled steel is the normal trading The purchase price of hot rolled steel with Win Win Holding Co.,Ltd.(the Company) as at market prices and the price of buying from a third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
		The company purchase the steel from Win Win Holding Co.,Ltd.	0.00	
		With total outstanding account as of the ended year	0.00	- The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.
<b>Permchai panich Co.,Ltd.</b>	Mr. Win Suteerachai, The shareholder of the company, authorized signature and shareholders of Permchaipanich Co.,Ltd.the sibling of Mr. Chusak Yongvongphaiboon, the director and major shareholder of the company	The company sold the steel toPermchaipanich Co.,Ltd.	0.00	- Due to selling the steel which is the normal business operation. Which the price of the steel with Permchaipanich Co.,Ltd.is the prices according to the market and the fair price given to the third party.
		The company purchase the pipe steel from Permchaipanich Co.,Ltd.	0.00	- The pipe steel is the normal trading The purchase price of pipe steel with Permchaipanich Co.,Ltd.(the Company)as at market prices and the price of buying from a third party.
Distribute of steel		With total outstanding account as of the ended year	0.00	- The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.

Particular	Relationship	Description	Value (Million Baht)	Opinion of the Board of Audit
<b>PS Steel Processin Center Co.,Ltd.</b>	Mr. Win Suteerachai, The shareholder of the company, authorized signature and shareholders of Win Win Holding Co.,Ltd.the sibling of Mr. Chusak Yongvongphaiboon, the director and major shareholder of the company	Subsidiaries sold steel products to PS Steel Processing Center Co., Ltd.	0.00	- Due to selling the steel which is the normal business operation. Which the price of the steel with PS Steel Processin Center Co.,Ltd.is the prices according to the market and the fair price given to the third party.
		Subsidiary Purchases Cold Rolled Steel from PS Steel Processing Center Co., Ltd.	0.00	- The cold rolled steel is the normal trading The purchase price of cold rolled steel with PS Steel Processin Center Co.,Ltd. (the Company) as at market prices and the price of buying from a third party.
operates in manufacture and sale the cold-rolled Narrow strip coil		with total outstanding account as of the end of the year	0.00	- The audit committee has considered the report that the mentioned report is reasonable for the highest benefits of the company. The price of coil hot-rolled steel is the fair price purchase from the third party.

## History of Executive and Director

---

<b>1. Name - Surname</b>	: Mr. Virachai Suteerachai
<b>Age (Year)</b>	: 67
<b>Position</b>	: President and Chairman
<b>Educational/ Qualification</b>	: Master of Political Science of Administration Ramkhamhaeng University. MINI MBA, Thammasat University Bachelor's Degree, RCA INSTITUTE OF TECHNOLOGY, NEW YORK U.S.A.
<b>Training course</b>	: Passed the training of Director Accreditation Program (DAP) Batch No. 15/2004 on 18 May 2004 from Thai Institute of Directors Association.
<b>Proportion of shares in companies (%)</b>	: 9.67%
<b>Relationship</b>	: Uncle of Mr. Chusak Yongvongphaiboon
<b>Work history</b>	
2009 – Present	: President and Chairman, Asia Metal Public Company Limited
1988 – Present	: Managing Director, Cosmo Land & House Co., Ltd.
1994 – Present	: Managing Director, Cosmo Property Management Co.,Ltd.
1976 – Present	: Managing Director, Sinteerachai Co., Ltd.

<b>2. Name - Surname</b>	: Mr. Chusak Yongvongphaiboon
<b>Age (Year)</b>	: 55
<b>Position</b>	: Managing Director and authorize signatory
<b>Educational/ Qualification</b>	: Bachelor's Degree Assumption Business Administration
<b>Training course</b>	: Passed the training of Director Accreditation Program (DAP) Batch No. 15/2004 on 18 May 2004 and, Training of Director Certification Program (DCP) Batch No. 46/2004 on 25 August 2004 from Thai Institute of Directors Association
<b>Proportion of shares in companies (%)</b>	: 15.98%
<b>Relationship</b>	: Husband of Mrs. Phenchan
<b>Work history</b>	
1993 – Present	: Managing Director, Asia Metal Public Company Limited
2003 – Present	: Directors, STC Steel Co.,Ltd.
2015 - Present	: Directors, Grand Asia Steel Processing Center Co.,Ltd.
2015 - Present	: Directors, Delong (Thailand) Co.,Ltd.

<b>3. Name - Surname</b>	:	Mrs. Phenchan Yongvongphiboon
<b>Age (Year)</b>	:	53
<b>Position</b>	:	Managing Director and Deputy Director authorized signatory
<b>Educational/ Qualification</b>	:	Certificate of Higher Vocational Education Assumption Commercial School.
<b>Training course</b>	:	Passed the training Director Accreditation Program (DAP) Batch No. 15/2004 on 18 May 2004 and, Certificate of Training Director Program (DCP) Batch No. 49/2004 on 7 October 2004 from Thai Institute of Directors Association.
<b>Proportion of shares in companies (%)</b>	:	8.33%
<b>Relationship</b>	:	Wife of Mr. Chusak Yongvongphaiboon
<b>Work history</b>	:	
1993 – Present	:	Deputy Managing Director, Asia Metal Plc.
2003 – Present	:	Directors, STC Steel Co., Ltd.
<b>4. Name - Surname</b>	:	Miss Chananya Yongvongphiboon
<b>Age (Year)</b>	:	25
<b>Position</b>	:	Director and Deputy Director authorized signatory
<b>Educational/ Qualification</b>	:	Bachelor Degree of Business Administration Major in Finance, Thammasat University Vienna University of Economic and Business
<b>Training course</b>	:	Passed the training Director Accreditation Program (DAP) Batch No. 123/2016 on 25 January 2016 from Thai Institute of Directors Association.
<b>Proportion of shares in companies (%)</b>	:	4.54%
<b>Relationship</b>	:	Daughter of Mr.Chusak and MrsPhenchan
<b>Work history</b>	:	
2008 – Present	:	Committee and Finance and Accounting officer Asia Metal Public Company Limited
2008 – Present	:	Committee Grand Asia Steel Processing Center Co.,Ltd.
<b>5. Name - Surname</b>	:	Mrs. Metikan Chutipongsiri
<b>Age (Year)</b>	:	50
<b>Position</b>	:	Committee
<b>Educational/ Qualification</b>	:	BBA, Com Science, King Mongkut's University of Technology Thonburi MBA , Business Administration, Chulalongkorn University
<b>Training course</b>	:	None
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	None
<b>Work history</b>	:	
2017 - Present	:	Committee, Asia Metal Plc.
2014 - Present	:	Serion General Purchaseing Manager
2005 – Present	:	Chief Operating Officer and Director, G J Steel Plc.

<b>6. Name - Surname</b>	:	Mrs.Wannaree Thipsuwan
<b>Age (Year)</b>	:	41
<b>Position</b>	:	Committee
<b>Educational/ Qualification</b>	:	Bachelor Degree, Com Science, King Mongkut's University of Technology Thonburi Master of Business Administration, Chulalongkorn University
<b>Training course</b>	:	None
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	Not related
<b>Work history</b>	:	
2005 – Present	:	Chief Operation Officer and Committee, Gsteel Public Company Limited
2014 – Present	:	Senior General Manager, Procurement

<b>7 Name - Surname</b>	:	Mr.Piboonsak Arthabowornpisan
<b>Age (Year)</b>	:	66
<b>Position</b>	:	Chairman of Audit Committee and Independent Director
<b>Educational/ Qualification</b>	:	Bachelor Degree Electrical Engineering, Chulalongkorn University Master Degree Master of Business Administration, Thammasat University
<b>Training course</b>	:	Passed the training Director Accreditation Program (DAP) Batch No. 123/2016 on 25 January 2016 from Thai Institute of Directors Association.
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	Not related
<b>Work history</b>	:	
2540 - 2556	:	Assistant General Manager Thai Wire Products Public Company Limited
2528-2540	:	Factory Manager Thai Wire Products Public Company Limited
2521-2528	:	Electrical Maintenance Manager Siam Iron and Steel Co., Ltd.
2520-2521	:	Engineer The Electrical General Authority of Thailand
2518-2520	:	EngineerThe Telephone Organization of Thailand
2546-2548	:	Chairman of Iron and Steel Group

<b>8. Name - Surname</b>	:	Sub Lt. Suree Buranathanit
<b>Age (Year)</b>	:	83
<b>Position</b>	:	Audit Committee and Independent Director
<b>Educational/ Qualification</b>	:	Master's Degree of Political Science, Ramkhamhaeng University. Master's Degree of Political Science (Diplomatic and Foreign Affairs) Chulalongkorn University
<b>Training course</b>	:	Passed the training from Thai Institute of Directors Association. (IOD) Director Accreditation Program (DAP) Batch No. 19/2004 Audit Committee Program (ACP) Batch No. 18/2007 Audit Committee Program (ACP) Batch No. 17
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	Not related
<b>Work history</b>	:	
2004 – Present	:	Audit Committee and Independent Director, Asia Metal Plc.
Present	:	Audit Committee and Independent Director, IT City Plc.
Present	:	Qualified Director of the National Council of Boy Scouts.
Present	:	Executive director of local boy scout.
Present	:	Executive Council of Bangkok University
Present	:	Directors Association in monitoring the development of women
Present	:	Peacemaker in Thanyaburi Provincial Court
Present	:	Advisor The Border Patrol Police Association of Thailand
Present	:	Advisor The Border Patrol Police Association of Thailand
Present	:	Advisor to The Subcommittee of Boyscout Activities, Committee on Education
Present	:	Chairman of Voraboon Housing Estate
Present	:	Advisor Sacred Heart Convent Alumni Association

<b>9. Name - Surname</b>	:	Mrs. Taisika Praisangob
<b>Age (Year)</b>	:	67
<b>Position</b>	:	Audit Committee and Independent Director
<b>Educational/ Qualification</b>	:	Master of Political Science of Administration, Terry, University of Eastern Asia
<b>Training course</b>	:	Passed the training from Thai Institute of Directors Association. (IOD) Director Accreditation Program (DAP) Batch No. 15/2004 Audit Committee Program (ACP) Edition 7 / 2005
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	None
<b>Work history</b>	:	
2004 – Present	:	Audit Committee and Independent Director, Asia Metal Plc.
2003 – Present	:	Directors, STC Steel Co.,Ltd.
1999 – Present	:	Director, Boonsiri Real Estate Co., Ltd.
2004 – 2009	:	Senior Manager, Small Business 8, Siam City Bank Plc.
2002 – 2003	:	Development Manager SorChor, Siam City Bank Plc.
2000 – 2001	:	Business Manager 4, Siam City Bank Plc.



<b>10. Name - Surname</b>	:	Ms.Sasithorn Limpiyachart
<b>Age (Year)</b>	:	40
<b>Position</b>	:	Corporate Secretary
<b>Educational/ Qualification</b>	:	BBA, Business Administration Assumption University MBA , Business Administration, Assumption University
<b>Training course</b>	:	None
<b>Proportion of shares in companies (%)</b>	:	None
<b>Relationship</b>	:	None
<b>Work history</b>		
2015-Present	:	Secretary Corporation, Asia Metal Public Company Limited
2012- Present	:	Assistant Management Representative of Asia Metal Company Limited (the Company)
2003- Present	:	Head of Marketing, Asia Metal Co., Ltd. ( Thailand ) .

**Particular of committee, administrator and authorize person with power to control the subsidiary or associated company or related company.**

Name-Surname		Company	S T C Steel Co., Ltd.	Grand Asia Steel Processing Center Co., Ltd.	Vientiane Bonded Warehouse Co., Ltd.	Prime Steel Mill Co.,Ltd.
Mr. Virachai	Suteerachai	1,5	-	5	-	5
Mr. Chusak	Yongvongphaiboon	3, 5, 6	5	5,6	5,6	5
Mrs. Phenchan	Yongvongphaiboon	5, 6	5	-	-	-
Ms. Chananya	Yongvongphaiboon	5	-	5	-	-
Ms. Taradee	Piensamrit	-	5	-	-	-
Mr.Piboonsak	Arthabowornpisan	2, 4	-	-	-	-
Mrs.Taisika	Praisangob	4, 5	5	-	-	-
Sub Lieutenant Suree	Buranathanit	4, 5	-	-	-	-
Mrs. Metikan	Chutipongsiri	5	-	-	-	-
Mr. Chidchnok	Thomawongse	-	5	-	-	-
Mr. Puvong	Korasak	-	-	-	5,6	-
Mr. Suwit	Ratanachinda	-	-	-	5,6	-
Mr. Win	Suteerachai	-	-	5	-	5,6
Mr. Somsak	Wongsirisub	-	-	5	-	-
Ms. Sasithorn	Limpiyachat	7	-	-	-	-

**Note:**

1 = Chairman of the board

2 = Chairman of audit committee

3 = Managing director

4 = Audit committee

5 = Committee

6 = Administrator

7 = Secretary

## Report of Directors Relating to Responsibility for Financial Statements

---

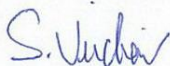
The company committee is responsible for the company's financial budget, including financial information that appears in the annual report. The financial budget has set according to the standard of certified general accounts by selecting the account policy that is appropriate and operating constantly. It must be thought through before operated, including revealing important information sufficiently in the remarks of the financial budget to benefit the shareholders and the investors fully and clearly.

The committee has set the risk administration and the internal control systems which are appropriate and have the efficiency to assure reasonably that the information is correct, complete, and sufficient to maintain the assets. It has to be made sure that there is no betrayal or unusual activities happening significantly.

The company committee has assigned the audit committee to investigate the account policy and the financial budget to be correct. They have to check for the internal controls system and the internal investigation, including risk administration system. This will appear in the report of audit committee as already shown in the annual report.

The company's financial budget has been investigated by the AST Master Company's certified auditors. The company committee has aided and supported the various documents and information so that the auditors can check and show their comments independently and according to the standard of general audits. The comments of the auditors have already appeared in the annual report.

The committee has the opinion that the overall internal control systems of the company are in the satisfactory level and can create confidence with reason that the financial budget of Asia Metal Public Company Limited for the year that ended on December 31, 2017 is looked upon respectively by following the law and related regulations.



(Mr. Virachai Suteerachai)  
Chairman of the Board



(Mr. Chusak Yongvongphaiboon)  
Managing Director