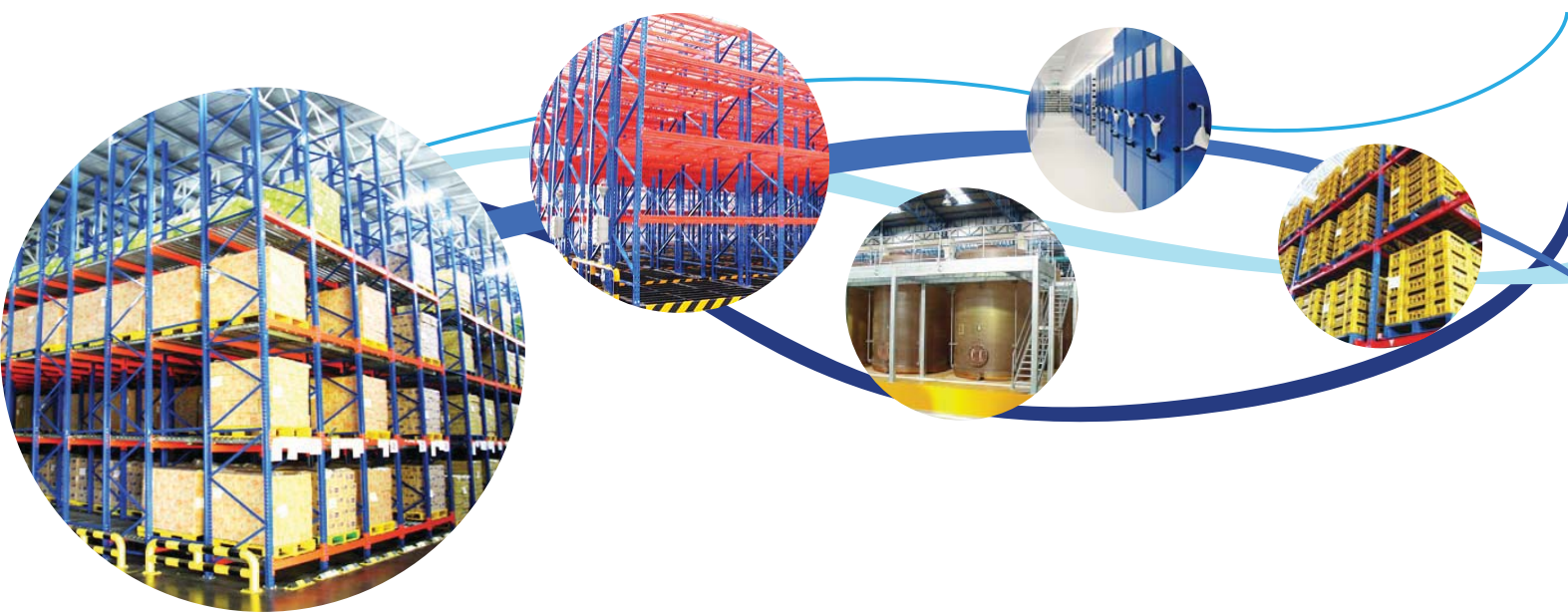


## Invitation to the 2013 Annual General Meeting of Shareholders



Professional In Metal Technology

2013



**October 22, 2013**

- Subject** Invitation to the 2013 Annual General Meeting of Shareholders
- To** Shareholders of City Steel Public Company Limited
- Enclosures**
- 1) Copy of the Minutes of the 2012 Annual General Meeting of Shareholders held on November 30, 2012
  - 2) Details document for Agenda No. 4 regarding the appointment of directors
  - 3) Definition of Company's Independent director
  - 4) Criteria and Procedures of Director Nomination
  - 5) Criteria and Procedures in Proposing of Director Remuneration
  - 6) Opinion of the Audit Committee on the Proposal of the Appointment of Auditor and Auditor Remuneration
  - 7) The Company's Articles of Association concerning the Shareholders' Meeting
  - 8) Proxy Form
  - 9) Guidelines for Proxy Appointment, Registration, and documents required for attending the meeting
  - 10) Step for attending the 2013 Annual General Meeting of Shareholders
  - 11) Map of the Shareholders' Meeting Location
  - 12) 2013 Annual Report

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2013 Annual General Meeting of Shareholders on Friday, November 29, 2013, at 15.00 at Tappraya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplaso, Muang, Chonburi 20000. The meeting agenda are as follows;

**Agenda 1** **Certify the minutes of the 2012 Annual General Meeting of Shareholders held on November 30, 2012**

Objective and Reason : The 2012 Annual General Meeting of Shareholders was held on November 30, 2012, and the 9-page copy of the Minutes is provided in attachment.

Board of Directors' opinion : The shareholders should certify the minutes of the 2012 Annual General Meeting of Shareholders.



**Agenda 2**

**Be informed of the result of the company's operation for the year 2012/2013**

Objective and Reason : The Company's operating results for the year ended July 31, 2013, which shown in he 2013 Annual Report and has been sent to all shareholders, has been certified by the Board of Directors as correct and adequate. The Board of Director would like to acknowledge the shareholders of the result of the Company's operation for the accounting period 2012/2013.

Board of Directors' opinion : The shareholders should acknowledge the result of the Company's operation for the Accounting period 2012/2013.

**Agenda 3**

**Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2013.**

Objective and Reason : The Board of Directors has reviewed the Company's Separated and Consolidated Financial Statements including Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, and Statement of Cash Flows for the accounting period ended July 31, 2013 as shown in the 2013 Annual Report, which has been audited by the Company's auditor, Dharmniti Auditing Company Limited.

Board of Directors' opinion : The shareholders should approve the audited Company's Financial Statements for the accounting period ended July 31, 2013.

**Agenda 4**

**Consider and approve the profits allocation and dividend payments for the accounting period 2012/2013**

Objective and Reason : The Board of Directors has proposed the dividend payments for the accounting period 2012/2013 at the rate of THB 0.16 per share for 300,000,000 shares totaling to THB 48,000,000. The dividends are paid according to the Company's dividend policy of approximately 40% of the net profit after tax and legal reserves. The dividends will be paid to shareholders within December 27, 2013. The shareholders register book for the right to receive the annual dividend shall be recorded on December 12, 2013. In addition, December 13, 2013 shall be the book closing date on

which the shareholders list as specified in Section 225 of the Securities and Exchange Act shall be compiled. The annual dividend payments will be paid at approximately 40%, which was calculated from consolidated net profits of THB 125,254,248.34

Details		2012/2013	2011/2012
Net Profit after tax and legal reserves	(Thousand Baht)	125,254	138,747
Number of shares	(Thousand Shares)	300,000	300,000
Dividend per shares	(Baht)	0.16	0.16
Total Dividend Payment	(Thousand Baht)	48,000	48,000
Dividend Payout Ratio	(Approximated %)	40	40

The dividends paid for the year 2011/2012 and 2012/2013 were corresponded with the Company's dividend policy.

Board of Directors' opinion : The shareholders should approve the allocation of net profits and dividend payments for the accounting period 2012/2013 as proposed by the Board of Directors.

## **Agenda 5**

### **Appoint the directors to replace those whose tenure have ended.**

Objective and Reason : According to the Company's Articles of Association, it is required that every Annual General Meeting of Shareholders, one-third of the Company's directors must be retired. This year, there are 3 directors who have to retire as follows;

- 1) Mr.Wibool Phongratanadechachai  
Chairman of the Board of Directors
- 2) Miss Suputra Phongratanadechachai  
Director / Executive Director
- 3) Mr.Manop Chiwatanasoonton  
Independent Director / Chairman of the Audit Committee

The Board of Directors has proposed to reappoint all three directors

as follows;

- 1) Mr.Wibool Phongratanadechachai  
Chairman of the Board of Directors

2) Miss Suputtra Phongratanadechachai

Director / Executive Director

3) Mr.Manop Chiwatanasoonton

Independent Director / Chairman of the Audit Committee

Board of Directors' opinion : The shareholders should approve to reappoint three directors to serve as directors for another term.

Note 1) Individual details of directors named above could be found in Attachment 2.

2) Definition of the Company's Independent Director could be found in Attachment 3.

3) Criteria and Procedures of Director Nomination could be found in Attachment 4.

## **Agenda 6**

### **Consider and approve the director remuneration for the accounting period 2013/2014**

Objective and Reason : In the year 2012/2013, the Company's operating results and net profits decreased from the previous year, therefore the Company has proposed to set the director remuneration for the year 2013/2014 to be equal to the last year remuneration, which are as follows;

Meeting Remuneration	2013/2014	2012/2013
For the Chairman of the Board of Directors	THB 18,500	THB 18,500
For the Chairman of the Audit Committee	THB 18,500	THB 18,500
For the Audit Committee	THB 14,500	THB 14,500

Meeting Remuneration for Executive Directors will not be given since they will be given remuneration in the form of salary and bonus.

Board of Directors' opinion : The shareholders should approve the director remuneration for the accounting period 2013/2014 as the Board of Director has proposed.

Note 1) Criteria and Procedures in Proposing of Director Remuneration could be found in Attachment 5.

**Agenda 7**

**Appoint the auditors and determine the auditor remuneration for the year 2013/2014**

Objective and Reason : Every year, the Company has to appoint and determine the auditing fee of an Independent Auditor for the Company and subsidiaries. The Independent Auditor must be appointed by the Annual General Meeting of Shareholders.

Board of Directors' opinion : The shareholders should approve to appoint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2013/2014, whose names are as follows;

- 1) Ms.Wannisa Ngambuathong CPA No.6838 or  
(Signed in the company's financial statements for 1 year since 2012/2013)
- 2) Mr.Pichai Dachanapirom CPA No.2421 or  
(Has never signed in the company's financial statements)
- 3) Mr.Thanawut Piboonsawat CPA No.6699  
(Has never signed in the company's financial statements)

Dharmniti Auditing Company Limited has no relationship or conflict of interest with the Company and its subsidiaries. Therefore, they can independently perform their auditing tasks and express their opinion on the Company's financial statements. The proposed remuneration will be THB 1,185,000, which equal to last year remuneration.

	2013/2014	2012/2013
Auditing fee	THB 340,000	THB 340,000
Auditing fee for subsidiaries	THB 805,000	THB 805,000
Other charges (BOI special audit)	THB 40,000	THB 40,000

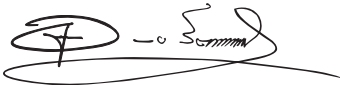
Note 1) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration could be found in Attachment 6.

**Agenda 8      Consider other issues (if any)**

The Company is pleased to invite the shareholders to attend the meeting at the abovementioned time and place. Registration is opened to shareholders since 14:00 pm. onwards.

If you cannot attend the meeting yourself and would like to appoint a proxy to vote on your behalf, please fill in the details and sign the attached Proxy Form and submit to the registration officer before the meeting, along with evidence of each shareholders showing the right to attend the meeting. The details regarding proxy appointment, registration, documents required and steps to attend the meeting can be found in Attachment 8 and 9.

Sincerely yours,



(Mr. Wibool Phongratanadechachai)

Chairman of the Board of Directors



**Minute of the 2012 Annual General Meeting of Shareholders of**

**City Steel Public Company Limited**

**Held on Friday, November 30, 2012, at 15:00 PM**

**Place :** Tappaya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi.

**Director and Management present at the meeting :**

1) Mr.Wibool	Phongratanadechachai	Chairman of the Board of Director
2) Mr.Komgrich	Phongratanadechachai	Director / Chief Executive Officer
3) Mr.Satit	Phongratanadechachai	Director / Managing Director
4) Miss Suputra	Phongratanadechachai	Director / Chief Financial Officer
5) Mr.Charoenpong	Ongwongsakul	Director / Deputy Managing Director
6) Mr.Anutara	Tantraporn	Independent Director / Audit Committee
7) Mr.Pattarathon	Thatsanasuwan	Independent Director / Audit Committee
8) Miss Boontip	Phetryu	General Manager - Support Function / Accounting and Finance Manager

**Auditor's Representative at the meeting :**

1) Mr.Kamol	Voravatch	Officer of Dharmniti Auditing Co.,Ltd.
2) Mr.Saran	Jitasat	Officer of Dharmniti Auditing Co.,Ltd.

**The Meeting Commenced at 15:00 PM.**

Mr.Wibool	Phongratanadechachai	Chairman of the Meeting
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**Matters to be informed**

1. There are 39 shareholders and proxies attending the 2012 Annual General Meeting of Shareholders on November 30, 2012. The total numbers of shares held by the attended shareholders are 220,936,901 shares equivalent to 73.65 percent of the Company's total outstanding shares. According to the Law no. 103, the general meeting must comprise of either at least 25 shareholders and proxies or not less than half of the total shareholders, which total shares not less than one third of the Company's total outstanding shares in order to complete the quorum.
2. The voting method for shareholders who attend the meeting in person, the shareholders have votes equal to the amount of shares hold by the shareholders. Once casting the votes ,the votes will be equal to the total shares hold by those particular shareholders and must not be split. For the proxy granter, the votes will be equal to the amount of shares granted to the proxy.



3. The meeting shall proceed according to the predetermined agenda. Shareholders who have conflict of interest in each agenda shall cast abstain votes except for Agenda 5 : Appoint the directors to replace those whose tenure has ended.
4. The Shareholders can express their comments or raise questions during the opinion and discussion session after the moderator finish the informative session.
5. In considering each meeting agenda, the shareholders shall cast agree, disagree, or abstain votes. The shareholders who cast disagree or abstain votes shall raise their hands for the officers to collect their ballots. For those who do not raise their hands shall cast agree votes. The moderator shall inform amount and percentage of votes after the counting has been completed. In case, there is no disagree and abstain votes, the agenda shall be deemed unanimously resolves.
6. Collecting of the Ballots
  - 6.1 All Shareholders must be casting vote and submitting the ballots themselves.
  - 6.2 After the Chairman informed to cast vote in each agenda, the officers will collect all ballots.
7. The company has invited the Company's auditor, Dharmniti Auditing Company Limited to be an independent representative of shareholders to count the votes and monitor the counting process for transparency.

The meeting acknowledged and proceeded with the following agenda :

**Agenda 1**      **Certify the minutes of the 2011 Annual General Meeting of shareholders held on November 30, 2011.**

The moderator informed that the 2011 Annual General Meeting of shareholders was held on November 30, 2011, and a 6-page copy of the minutes of meeting had been provided as an attachment and sent to all shareholders.

Board of Directors' opinion : the shareholders should certify the minutes of the 2011 Annual General Meeting of shareholders. If the shareholders had any questions or comments, please ask and express opinions.

There was no further question from the shareholders, then voting.

**Resolution**      The meeting had resolution to certify the minutes of the 2011 Annual General Meeting of shareholders with;

Agree votes of 38 shareholders accounted for 220,936,900 votes, equivalent to 100%.

Disagreed votes of 1 shareholder accounted for 1 vote, equivalent to 0.00%.

There was no abstain vote.

**Agenda 2**

**Certify and be informed of the result of the Company's operation for the year 2011/2012**

The moderator informed that the Company's operating results for the year ended July 31, 2012 shown in the 2012 Annual Report and had been sent to all shareholders, had been certified by the Board of Directors as correct and adequate. The Board of Director would like to acknowledge the shareholders of the result of the Company's operation for the accounting period 2011/2012. If the shareholders had any questions or comments, please ask and express opinions.

There was no further question from the shareholders, then voting.

**Resolution**

The meeting had resolution to certify the result of company's operation for the year 2011/2012 with; Agree votes of 38 shareholders accounted for 220,936,900 votes, equivalent to 100%.

Disagreed votes of 1 shareholder accounted for 1 vote, equivalent to 0.00%

There was no abstain vote.

**Agenda 3**

**Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2012.**

The Board of Directors had reviewed the Company's Separated and Consolidated Financial Statements including Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, and Statement of Cash Flows for the accounting period ended July 31, 2012 as shown in the 2012 Annual Report, which had been audited by the Company's auditor, Dharmniti Auditing Company Limited.

Board of Director's opinion : the shareholders should approve the audited Company's financial statements for the accounting period ended July 31, 2012. If the shareholders had any questions or comments, please ask and express opinions.

**Shareholders' Opinion**

- Shareholders had asked the directors to explain about the investment in available-for-sales securities and the necessity of holding these assets.
- The director had explained that the investment in available-for-sales securities is the investment in money market funds which similar to savings deposits but provide higher returns. The money market funds also have high liquidity which allows the Company to convert into working capital when needed. The Company will consider trend and suitability when investing in this asset in particular period of time.
- Shareholders had asked the directors to explain about the inventory balances that decreased from last year.
- The director had explained that the decreases in the inventory balances resulted from the Company's

just-in-time policy which the Company will order raw materials and supplies only when the Company receives orders from the customers and will deliver products to the customers immediately once the products are finished. Moreover, the price of raw materials was quite stable, thus the Company did not need to keep large amount of inventories since keeping a lot of inventories will result in high storage costs.

- ▶ Shareholders had asked the directors to explain about the increases in total revenues.
  - The director had explained that the increases in total revenues resulted from various reasons but the main reasons are 1. The Company had expanded customer base from 2,500 customers in last year to 3,000 customers this year. 2. A growth in automotive industry and an expansion of the customers resulted in an increases in demands for the Company's products.
- ▶ Shareholders had asked the directors to explain about type of products sold to customers in automotive industry and in which way that the Company has supported the automotive industry.
  - The director had explained that the Company has supplied storage systems and material handling equipment to customers in automotive industry. The storage systems are used to store automobile components and parts whereas the material handling equipment are used in handling components and parts in automobile assembling processes and transferring components and parts from manufacturers to the assembling plants. Once the automobile makers expand their production capacities or change the model of the automobiles, the demands for the Company's products will relatively increase.
- ▶ Shareholders had asked the directors to explain about the Company projected revenues.
  - The director had explained that the Company's revenues primarily rely on the country economy and the customers' expansion. Therefore, the Company had projected the revenues according to economic condition in 3 scenarios as follows.
    1. Normal economic condition - The Company expected revenues to increase approximately 5%.
    2. Good economic condition - The Company expected revenues to increase approximately 10%.
    3. Recession - The Company will reassess the situation again once this circumstance occurs.
- ▶ Shareholders had asked the directors to explain about the effects of last year flooding incident on the Company's operation.
  - The director had explained that the last year flood disaster had considerable impacts on the Company's operation. However, the Company had adjusted marketing strategies by emphasizing less on customers in affected area and focusing more on customers resided in eastern and north-east part to compensate the diminishing revenues from the customers in affected area, which was very effective and resulted in an increase in the Company's total revenues.

**Resolution**

The meeting had resolution to approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2012 with;

Agreed votes of 38 shareholders accounted for 220,936,900 votes, equivalent to 100%.

Disagreed votes of 1 shareholder accounted for 1 vote, equivalent to 0.00%.

There was no abstain vote.

**Agenda 4**

**Consider and approve the profits allocation and dividend payments for the accounting period 2011/2012**

The moderator informed that, the Board of Directors proposed the dividend payments for the accounting period 2011/2012 at the rate of THB 0.16 per share for 300,000,000 shares totaling to THB 48,000,000. The dividends are paid according to the Company's dividend policy of approximately 40% of the net profit after tax and legal reserves, the annual dividend payments will be paid at approximately 40%, which was calculated from the consolidated net profits of THB 138,747,464.47.

The Company had set the date for dividend payment as follows;

- Book Closing Date (XD) December 13, 2012
- Dividend Payment Date December 28, 2012

Board of Director's opinion : the shareholders should approve the allocation of net profits and dividend payments for the accounting period 2011/2012. If the shareholders had any questions or comments, please ask and express opinions.

**Shareholder's Opinion**

- Shareholders had asked the directors to explain about the utilization of the 60 percent unpaid portions of net profits.
- The director had explained that this year the dividend payments increase by 60 percent compared to those in last year. And the remaining cash from dividend payments will be used for business expansion in the future and will be used as working capital in normal business operation.

**Resolution**

The meeting had resolution to approve the profits allocation and dividend payment for the accounting period 2011/2012 at the rate of THB 0.16 per share according to the details proposed by the Board of Directors with;

Agreed votes of 38 shareholders accounted for 220,936,900 votes, equivalent to 100%.

Disagreed votes of 1 shareholder accounted for 1 vote, equivalent to 0.00%.

There was no abstain vote.

## **Agenda 5**

### **To appoint the directors to replace those whose tenure has ended**

The moderator informed that, according to the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of the company directors must be retired. In this year, there are 3 directors that will be retired as follows;

- |                   |                     |  |
|-------------------|---------------------|--|
| 1. Mr.Satit       | Phongratanadechachi | Director / Managing Director           |
| 2. Mr.Charoenpong | Ongwongsakul        | Director / Deputy Managing Director    |
| 3. Mr.Pattarathon | Thatsanasuwan       | Independent Director / Audit Committee |

Board of Directors' opinion : the Board of Directors proposed to re-appoint the 3 directors to serve as directors for another term and recommended the shareholders to re-appoint the 3 directors whose tenure had ended as follows;

- |                   |                     |  |
|-------------------|---------------------|--|
| 1. Mr.Satit       | Phongratanadechachi | Director / Managing Director           |
| 2. Mr.Charoenpong | Ongwongsakul        | Director / Deputy Managing Director    |
| 3. Mr.Pattarathon | Thatsanasuwan       | Independent Director / Audit Committee |

- Remarks
- 1) Individual details of each director namely above could be found in Attachment 2
  - 2) Definition of the Company's Independent Director could be found in Attachment 3
  - 3) Criteria and Procedures of Director Nomination could be found in Attachment 4

The moderator invited the directors whose tenure had ended to leave the meeting. The moderator also informed that in this meeting, the Company had posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 16, 2012, to nominate the qualified persons to be the Company's directors to act as representatives for the shareholders by the following methods:

1. Postal mail to 88/3 Moo 4, Bypass Road, Nongmaidaeng, Muang, Chonburi 20000
2. E-mail to [city@wkpgroup.com](mailto:city@wkpgroup.com)
3. Telephone to 038 - 782064 - 7

The nomination period had started on September 8, 2012 and ended on September 24, 2012.

There was no nomination through the Company's proposed channels.

In Agenda 5, the moderator requested to vote for each director. If the shareholders had any questions or comments, please ask and express opinions.

There was no further question from the shareholders, then voting.

**Resolution**

The meeting had resolution to re-appoint the 3 directors whose tenure had ended to serve as directors for another term as per following details;

**1. Mr.Satit Phongratanadechachi**

**Director / Managing Director**

There were 39 shareholders accounted for 220,936,901 votes had resolved the following resolution;

- Agreed 220,936,900 Votes Equivalent to 100%.
- Disagreed 1 Votes Equivalent to 0.00%.
- There was no abstain vote.

**2. Mr.Charoenpong Ongwongsakul**

**Director / Deputy Managing Director**

There were 39 shareholders accounted for 220,936,901 votes had resolved the following resolution;

- Agreed 220,936,900 Votes Equivalent to 100%.
- Disagreed 1 Votes Equivalent to 0.00%.
- There was no abstain vote.

**3. Mr.Pattarathon Thatsanasuwan**

**Independent Director / Audit Committee**

There were 39 shareholders accounted for 220,936,901 votes had resolved the following resolution;

- Agreed 220,935,700 Votes Equivalent to 100%.
- Disagreed 1,201 Votes Equivalent to 0.00%.
- There was no abstain vote.

**Agenda 6**

**Consider and determine the director remuneration for the accounting period 2012/2013**

The moderator informed that in the last accounting period of 2011/2012, the Company's operating results was improved and the net profits were relatively increased. Therefore, it is appropriate to increase the director remuneration for the year 2012/2013 as follows;

- Meeting Remuneration for Chairman of the Board of Directors will be THB 18,500 per meeting.
- Meeting Remuneration for Chairman of the Audit Committee will be THB 18,500 per meeting.
- Meeting Remuneration for Audit Committee will be THB 14,500 per meeting.



Meeting Remuneration for Executive Directors will not be given since they will given remuneration in the form of salaries and bonuses. If the shareholders had any questions or comments, please ask and express opinions.

### **Shareholders' Opinion**

- ▶ Shareholders had asked the directors to explain the reasons for raising the director remuneration and also asked about the number of Board of Director meetings conducted per year.
- The director had explained that the Board of Director meetings will be held 4 times a year. And the reasons to raise the director remuneration were that the Company had revised the director remuneration every 2 years and to compensate the directors for their dedication in fostering and supporting the Company and also for their guidance and valuable advises regarding business operation.

### **Resolution**

The meeting had resolution to determine the director remuneration for the accounting period 2012/2013 according to the proposal of the Board of Directors with;

Agreed votes of 38 shareholders accounted for 220,936,900 votes, equivalent to 100%.

Disagreed votes of 1 shareholder accounted for 1 vote, equivalent to 0.00%.

There was no abstain vote.

### **Agenda 7**

#### **Consider and appoint the auditors and determine the auditor remuneration for the year 2012/20113**

The moderator informed that, in accordance with the Public Company Act and the Company's Articles of Association, it is required that in every Annual General Meeting of Shareholders, the shareholders shall appoint and determine the auditor remuneration. Board of Director had proposed to appint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2011/2012, whose name were as follows;

1) Mr.Pichai	Dachanapirom	CPA No. 2421 or
2) Mr.Chantra	Wongsriudomporn	CPA No. 4996 or
3) Mr.Wannisa	Ngambuathong	CPA No. 6838 or
4) Mr.Thanawut	Piboonsawat	CPA No. 6699 or

The proposed auditing fee will be THB 1,185,000. The increase in auditing fee is consistent with the expansion of the Group's businesses. In addition, the adoption of new Accounting and Financial Reporting Standards will make financial statements preparing process to be more complicated as well as require more resources in auditing process.

If the shareholders had any questions or comments, please ask and express opinions.

There was no further question from the shareholders, then voting.

**Resolution**

The meeting had resolution to appoint the auditors of Dharmniti Auditing Company Limited to be the Company's auditors for the accounting period 2012/2013 and determine the auditing fees to be THB 1,185,000, as proposed by the Board of Directors with;

Agreed votes of 38 shareholder accounted for 220,936,900 votes, equivalent to 100%.

There was no disagreed vote.

Abstain vote of 1 shareholder accounted for 1 vote, equivalent to 0.00%.

**Agenda 8**

**To consider other issues (if any)**

According to the Public Company Act 1992, in case the shareholders proposed additional agenda, the shareholders must have shares of not less than one-third of the Company's total outstanding shares that are 100,000,000 shares, and shall attend the meeting to request the meeting to consider other issues. The Company has posted on the Company's website to allow the shareholders whose name appeared in the share registrar on the book closing date, October 16, 2012, to propose additional agenda by the following methods:

1. Postal mail to 88/3 Moo 4, Bypass Road, Nongmaidaeng, Muang, Chonburi 20000
2. E-mail to [city@wkpgroup.com](mailto:city@wkpgroup.com)
3. Telephone to 038 - 782064 - 7

The period had started on September 8, 2012 and ended on September 24, 2012. None of the shareholders proposed additional agenda to be considered in this meeting via the proposed channels. If the shareholders had any questions or comments, please ask and express opinions.

**- No one proposed additional agenda to be considered -**

The Chairman expressed his gratitude to the shareholders for attending the meeting and declared the meeting closed.

**The meeting was adjourned at 17.15 pm.**

Mr.Wibool Phongratanadechachai (Chairman of the Meeting)

Certified by



(Mr.Wibool Phongratanadechachai)

**Details document for Agenda No. 4 regarding the appointment of directors.**

Name	: Mr. Wibool Phongratanadechachai
Position	: Chairman of the Board of Director
Date of Birth	: February 16, 1944
Age	: 69 Years
Family relations between executive	: Father of Miss Suputra Phongratanadechachai (Director / Executive Director)
Number of shares held in the company	: 7,500,000 Shares accounted for 2.50%
Education / Training	: Director Accreditation Program (DAP) 26/2004 Thai Institute of Director Association (IOD)
Working Experience	: 1995 - Present Chairman of the Board of Directors City Steel Public Company Limited
Term	: 3 Terms
Meeting Attendance for year 2012/2013	: 4/4
Nominated position	: Director
The tenure Director / executive in a listed company	: - None -
The tenure Director / executive in a non-listed companies	: - None -
This nominated person dose not hold any position as director or management in other companies, which might have a conflict of interest with the Company.	

**Details document for Agenda No. 4 regarding the appointment of directors.**

Name	: Miss Suputra Phongratanadechachai
Position	: Director / Executive Director
Date of Birth	: February 10, 1982
Age	: 31 Years
Family relations between executive	: Daughter of Mr.Wibool Phongratanadechachai (Chairman of the Board of Director)
Number of shares held in the company	: 7,500,000 Shares accounted for 2.50%
Education / Training	: Master of Business Administration - San Francisco State University, USA : Bachelor of Business Administration - Assumption University : Director Accreditation Program (DAP) 26/2004 Thai Institute of Director Association (IOD)
Working Experience	: 2003 - Present Executive Director / Chief Financial Officer City Steel Public Company Limited
Term	: 2 Terms
Meeting Attendance for year 2012/2013	: 4/4
Nominated position	: Director
The tenure Director / executive in a listed company	: - None -
The tenure Director / executive in a non-listed companies	: - None -
This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.	

**Details document for Agenda No. 4 regarding the appointment of directors.**

Name	: Mr.Manop Chiwatanasoonon
Position	: Independent Director / Chairman of the Audit Committee
Date of Birth	: May 10, 1955
Age	: 58 Years
Family relations between executive	: - None -
Number of shares held in the company	: 368,100 Shares accounted for 0.12%
Education / Training	: M.A. Social Development Kasetsart University : B. Econ : Economics (Public Finance), Ramkhamhaeng University : Director Accreditation Program (DAP) 27/2004 Thai Institute of Director Association (IOD)
Working Experience	: 2006 - Present Independent Director / Chairman of the Audit Committee, City Steel Public Company Limited : 2012 - Present Director, Bureau of Industrial Management Development, Department of Industrial Promotion : 2010 - 2012 Director, Bureau of Supporting Industries Development, Department of Industrial Promotion : 2007 - 2009 Director, Bureau of Industrial Management Development, Department of Industrial Promotion
Term	: 4 Terms
Meeting Attendance for year 2012/2013	: 4/4
Nominated position	: Independent Director
The tenure Director / executive in a listed company	: - None -
The tenure Director / executive in a non-listed companies	: - None -
This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.	

**Definition of Independent Directors / Audit Committee**

The company has set the definition of independent directors to be equal to the minimum requirements of the SEC or SET. The requirements of SET and SEC require that the Independent Directors / Audit Committee must not hold more than 1% of voting shares of the company and must meet the following criteria.

1. Independent Directors should be at least one third of all directors but not less than 3 persons.
2. Independent Directors are required to follow these guidelines ;
  - 1) Hold not more than 1% of all voting shares in the company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
  - 2) Must not be an executive director, a former executive director, an employee, a consultant earning monthly salary, or person who has control over the company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
  - 3) Must not be a person who has either genetic or legal relationships in terms of parents, siblings, spouses, and spouses of the children of the company's executives, major shareholders, and persons who have control over the company and subsidiaries.
  - 4) Must not have business relationships with the company, parent company, subsidiaries, associates, entities that may have conflicts in a way that preventing him / her to express an independent judgment as well as not be or used to be a major shareholder.
  - 5) Must not be or used to be an auditor of the company, parent company, subsidiaries, associates, entities that may have conflict of interest, or major shareholder.
  - 6) Must not render or used to render professional service including financial advisory that receive annual service fees of more than THB 2 Million from the company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
  - 7) Must not be a director who has been appointed to represent the company's directors, major shareholders, or shareholders who are related to the major shareholders of the company.
  - 8) Must not possess any characteristics that preventing from expressing opinion regarding the company's operation independently.



**Criteria and Procedures of Director Nomination**

The Board of Director shall consist of not less than five (5) persons. Not less than one-half of the number of such directors must reside within the Kingdom of Thailand.

According to the Company's Articles of Association, at the annual general meeting of shareholders, one-third of the directors shall leave. If one-third is not a round number, the number closest thereto shall be the applicable number. The departed directors may be re-elected. Since the Company has not appointed the Nomination Committee, the director selection process does not pass the Nomination Committee. However, the Directors shall be a qualified person with experiences and possess no characteristic prohibited by law. The Directors shall be elected at a shareholders meeting in accordance with the criteria and procedures as follows:

1. Each shareholder has one vote for one share.
2. Each shareholder may exercise all the votes he or she has under the criteria No. 1 to elect one or several persons as director or directors, but the shareholder may not split his or her votes between any directors or any group of directors.
3. Person who receives the highest vote arranged in order from higher to lower, in a number equal to that of the number of directors to be appointed, are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than the elected position, the Chairman of the meeting would have a casting vote.

If a Director's position becomes vacant due to reasons other than completion of term, the remaining Director will select a qualified candidate who possesses no forbidden characteristic as a replacement at the following Board of Directors' Meeting. To become a new director, the candidate shall be voted by not less than three-fourth of the remaining directors. An exception exists if the said directorial position has a period of less than 2 months to completion of term. In addition, the replacement director may serve only the period remaining to completion of the director whom he or she replaced.

In the shareholders meeting, shareholders may have a resolution to discharge any directors before completion of terms. In such case, the votes of not less than three-fourth of the shareholders who attend the meeting and have the rights to vote with shares counted not less than one-half of total shares held by shareholders who attend the meeting and have the rights to vote are required.

**Criteria and Procedures in Proposing of Director Remuneration**

The Company accurately and clearly states director remuneration policy, which determines the director remuneration to be in an appropriate level and consistent with those of other companies in the same industry as well as suitable to attract and retain qualified directors. In addition, according to the policy, the director remuneration shall be approved by the shareholders meeting.

The director remuneration is set in accordance with principles and policies determined by the Board of Director and based on the Company operating results. Although, the Company does not have a Remuneration Committee, the Company has suitable procedures to determine the director remuneration by considering remuneration of other companies in the same industry and other companies with the same size as well the company operating results.

**Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration**

The Audit Committee of City Steel Public Company Limited has considered appointing the new auditor for the Company by considering the performances, independence, as well as auditing fees. The Audit Committee has come up with the opinion and proposed to the Board of Director to appoint auditors of the Dharmniti Auditing Company Limited to be the Company's independent auditor for the fiscal year 2013/2014. List of the appointed auditors are as follows.

- Ms.Wannisa Ngambuathong      Certified Public Accountant No. 6838 or
- Mr.Pichai Dachanapirom      Certified Public Accountant No. 2421 or
- Mr.Thanawut Piboonsawat      Certified Public Accountant No. 6699

Ms.Wannisa Ngambuathong has signed on the Company's financial statements in the year 2012/2013 for 1 year and has professionally performed her duty as the independent auditor during the year. Also, the Audit Committee has proposed the auditor remuneration for the year 2013/2014 of THB 1,145,000 and special purpose audit fees for the audit of the operation according to the conditions of the Board of Investment (BOI) of THB 40,000, which equal to the remuneration in the year 2012/2013.

**Articles of Association of City Steel Public Company Limited****Section 5****The Shareholders' Meeting**

31. The Board of Directors shall arrange annual ordinary general meeting of shareholders within 4 months since the end of each company's fiscal year
- Other shareholders' meeting apart from that mentioned in the first paragraph shall be called the extra ordinary meeting. The Board of Directors shall call the extra ordinary meeting of shareholders at reasonable time. The shareholders who are totally counted as not less than one-fifth of all paid up shares or not less than 25 shareholders who are totally counted as not less than one-tenth of paid up shares may request the Board of Directors to call the extra ordinary meeting of shareholders at reasonable time. In this case, the shareholders must specified reasons to call the meeting in the requesting document, and the Board of Directors shall arrange meeting of shareholders within 1 month from the date that the requesting document has been received.
32. For shareholders' meeting calling, the Board of Directors shall issue meeting invitation letter with place, date, time, agenda, and subjects that will propose to the meeting, along with reasonable description that specifying for proposing, informing, approving, or considering, as well as the Board of Directors' opinions. The Board of Directors shall send meeting invitation letter to shareholders and registrar not less than 7 day before meeting date and advertise in newspaper not less than 3 days before meeting date and advertise for 3 days consecutively. Shareholders' meeting could be held at the region where head office located or others nationwide.
33. In shareholders' meeting, shareholders may empower other to join and vote instead. The proxy shall specifies date and signature of shareholder and shall be followed by from that determined by the registrar.
- This proxy shall be submitted to the Chairman of the Board of Directors or others who determined by the Chairman of the Board of Directors at meeting place before joining the meeting.
34. In shareholders' meeting, shareholders and proxies (if any) shall be joined not less than 25 persons or not less than half of all shareholders, either cases shall have total shares not less than one-third of paid up shares, and then assumed to be quorum.
- In any shareholders' meeting, if an hour past over appointed time but number of shareholders who joined is still not quorum, in case of held by requisition of shareholders such meeting would be terminated, in another case shall reappoint and send meeting invitation letter to shareholders not less than 7 days before meeting date. The later meeting, the quorum is not required to complete. In shareholders' meeting, the Chairman of the Board of Directors shall be the president of meeting. In case, the Chairman of the Board of Directors could not join the meeting or perform his / her

task and if there is the Vice Chairman, such Vice Chairman shall be the president. However, if the Vice Chairman could not join the meeting or perform his / her task, the meeting shall elect one of the attended shareholders to be the president.

35. In voting of shareholders' meeting, one share has one vote.

Voting shall be revealing unless requested by at least 5 shareholders and decided by the meeting to secretly voting. The procedure of secret voting shall be determined by the president of the meeting.

Decision of shareholders' meeting shall be comprised with following votes.

- (1) In general, majority of joined and voted shareholders shall be prevailed. If it is equal, shall be decided by the president's vote.
- (2) In following case, at least three-fourth of all votes is prevailed.
  - (a) Sell or transfer all or significant part of the company to others.
  - (b) Purchase or receive other company or private company.
  - (c) Make, correct, or terminate agreement related to rent of all or significant part of the company, as well as assign other to manage company's business or merge with other juristic person in order to share profits.
  - (d) Amend company's prospectus or regulation.
  - (e) Increase or decrease the company's registered capital.
  - (f) Liquidate the company.
  - (g) Issue bonds or debentures.
  - (h) Merge with other companies.

36. The annual ordinary general meeting should include the following agenda.

- (1) Consider report of the Board of Directors that proposed to the meeting regarding results of the company's operation in past year.
- (2) Approve the company's balance sheet and profit and loss statement at the end of the company's fiscal year.
- (3) Consider the company's profits allocation and dividend payment.
- (4) Appoint new directors for those whose tenure have ended.
- (5) Determine directors' remuneration.
- (6) Appoint auditor and determine auditing fees.
- (7) Others (if any)

**Guidelines for Proxy Appopintment, Registration, and Required Documents**  
**In order to Attend and Vote in the 2013 Annual General Meeting of the Shareholders**  
**City Steel Public Company Limited**  
**November 29, 2013**

**1. Appointment of Proxy**

The Company has attached a copy of the proxy form A and B to all shareholders. The shareholders, who are unable to attend the meeting in person, can appoint either any other persons or one of the Company's directors (specified by the Company) as a proxy to attend and vote in the shareholders meeting. The shareholders can use either the proxy form A or B depend on the appropriateness.

► Appointment of another person as a proxy:

⇒ A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the votes on his / her / their behalf and the number of shares held by such a proxy grantor may not be split for more than one proxy in order to separate the votes.

⇒ A proxy grantor must fill in information in the proxy form. The signatures of both the proxy grantor and the porxy must be correctly placed therein, as well as attached all the required documents.

► Appointment of the Company's director (s) as a proxy:

⇒ A proxy grantor must fill in the following names and information of the Company's directors in order to appoint a proxy:

**1) Mr.Komgrich Phongratanadechachai**

Position	: Director / Chief Executive Officer
Age	: 41
Education / Training	: Master of Business Administration - Strayer University, USA : Bachelor of Business Administration - Assumption University
Working Experience	: 2002 - Present Executive Director / Chief Executive Officer City Steel Public Company Limited
Address	: 88/8 Moo 4, Bypass Road, Nongmadaeng, Muang, Chonburi
Conflict of Interest	: None. The director has no conflict of interest in any agenda in this AGM

**2) Mr.Anutara Tantraporn**

Position	: Independent Director / Audit Committee
Age	: 42
Education / Training	: MA: Animation & Interactive Multimedia, Visual Communication RMIT University, Australia



	Grad. DIP : Animation & Interactive Multimedia, Visual Communication RMIT University, Australia
Working Experience	: 2006 - Present Independent Director / Audit Committee City Steel Public Company Limited : 2010 - Present Executive Director Hastin Kindergarten : 2009 - Present ICT Division Manager Phraram 3 Honda Cars Co., Ltd. (Head Office)
Address	: 102/6 Soi.Nonthaburi 40, Sanambinnam Road, Muang, Nonthaburi, 11000
Conflict of Interest	: None. The director has no conflict of interest in any agenda in this AGM

A proxy grantor must fill in information and sign on the proxy form, attach all the required  
⇒ document, and submit to the Company address via postal mail.

## **2. Registration for Attending the Meeting**

The Company will examine as to the accuracy and completion of the proxy form and open the registration counter for meeting attendance from 14:00 pm at Tappraya Room, 2nd Floor, Chon Inter Hotel, 934 Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000, as per the attached map.

Any persons who wish to attend the meeting must present the following document (as the case may be) for registration prior to attending the meeting ;

### **In the event that the shareholder is a person :**

- » Attendance in person : A valid official ID card with photograph must be presented e.g. personal  
⇒ ID card, driver license, or passport

### Attendance by proxy :

- ⇒ 1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with THB 20 of stamp duty affixed.
- 2) A copy of the proxy grantor's official ID card certified true and correct by the proxy grantor.
- 3) An original of the proxy's official ID card.

» In the event that the shareholder is a juristic person :

⇒ Attendance in person by an authorized representative of the shareholder :

- 1) An original official ID card of the authorized representative.
- 2) A copy of the Affidavit or Certificate of Incorporation of the shareholder certified true and correct and signed by the authorized representative.

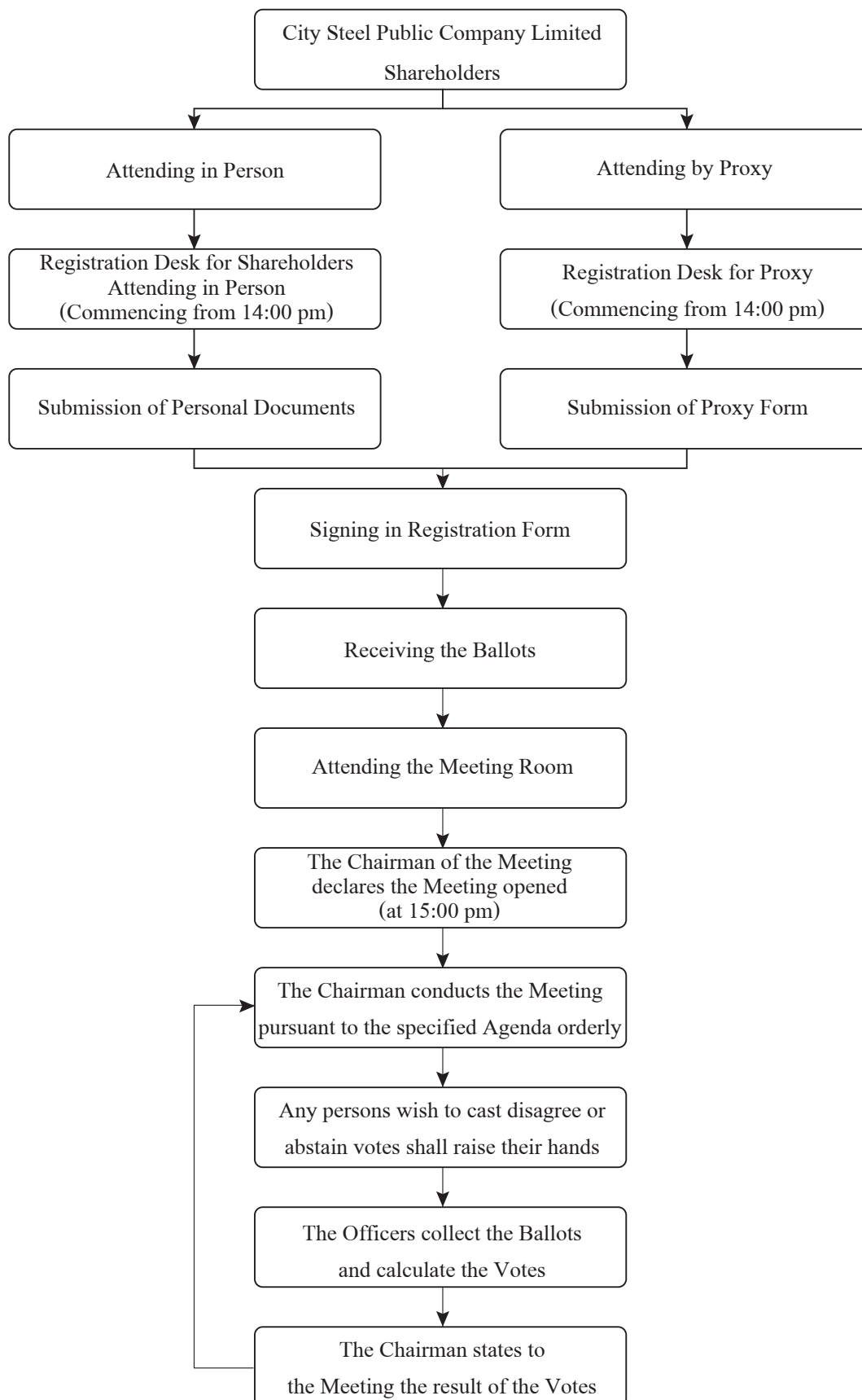
⇒ Attendance by proxy :

- 1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with THB 20 of stamp duty affixed.
- 2) A copy of the Affidavit or Certificate of Incorporation of the shareholder certified true and correct and signed by the authorized representative.
- 3) A copy of valid official ID card of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct and signed by such authorized representative.
- 4) An original of the proxy's official ID card.

## Steps for Attending the 2013 Annual General Meeting of the Shareholders

### City Steel Public Company Limited

November 29, 2013



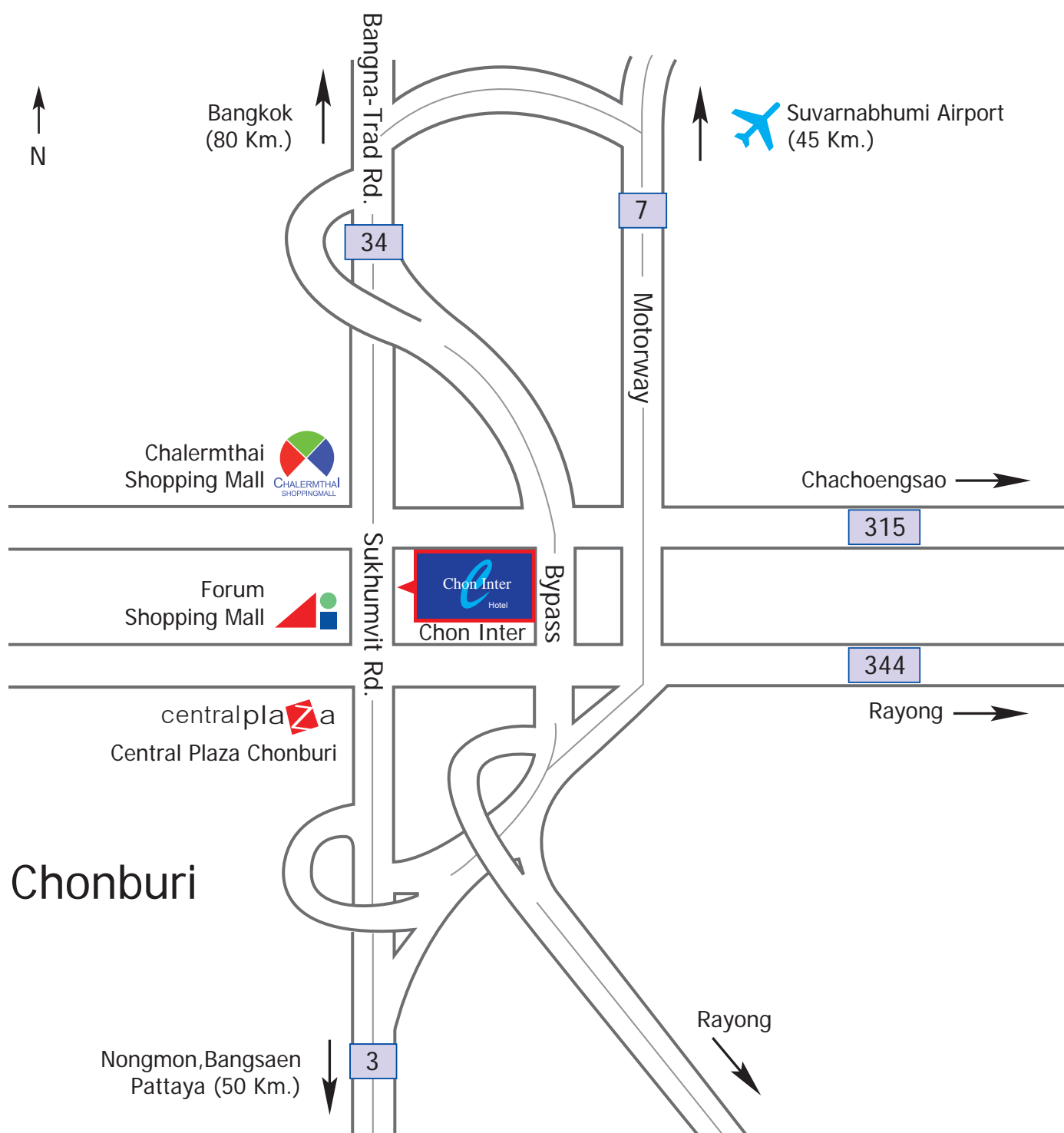


### Chon Inter Hotel

934 Sukhumvit Road Bangplasoi Muang Chonburi 20000

Tel : 038 - 283111 : 038 - 289123 E-mail : [info@choninterhotel.com](mailto:info@choninterhotel.com)

Suvarnabhumi Airport 45 Km. → Chonburi



**Proxy (Form A)****(General Form)**

Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....

residing at ..... Road ..... Tambon/Kwaeng .....

Amphur/Khet ..... Province ..... Postal code .....

(2) I/We am/are a shareholder of City Steel Public Company Limited, holding the shares in the total amount of shares and the total number of votes for which I/we am/are entitled to cast is ..... votes as described below:

- Ordinary shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is ..... votes; and
- Preferred shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is ..... votes.

(3) I/We hereby authorize and appoint either one of the following persons:

(1) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....; **or**

(2) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....; **or**

(3) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....

as my/our Proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of the shareholders to be held on Friday, November 29, 2013 at 15.00 pm at Tappaya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000 or on such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature ..... The Grantor

(.....)

Signature ..... The Proxy

(.....)

Signature ..... The Proxy

(.....)

Signature ..... The Proxy

(.....)

**Note:** A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

**Proxy (Form B)*****(Voting is clearly and definitely specified)***

Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....

residing at ..... Road ..... Tambon/Kwaeng .....

Amphur/Khet ..... Province ..... Postal code .....

(2) I/We am/are a shareholder of The City Steel Public Company Limited, holding the shares in the total amount of shares and the total number of votes for which I/we am/are entitled to cast is ..... votes as described below:

- Ordinary shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is ..... votes; and
- Preferred shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is ..... votes.

(3) I/We hereby authorize and appoint either one of the following persons:

(1) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....; **or**

(2) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....; **or**

(3) ..... Age ..... Years,

residing at ..... Road ..... Tambon/Kwaeng .....

Amphoe/Khet ..... Province ..... Postal Code .....

as my/our Proxy to attend and vote on my/our behalf at the 2013 Annual General Meeting of the shareholders to be held on Friday, November 29, 2013 at 15.00 pm at Tappaya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000 or on such other dates and at such other places as may be adjourned or changed.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ **Agenda 1**    **Certify the minutes of the 2012 Annual General Meeting of Shareholders held on November 30, 2012.**

☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (b) To grant my/our proxy to vote at my/our desire as follows;

☐ Agree

☐ Disagree

☐ Abstain

☐ **Agenda 2**    **Be informed of the result of the company's operation for the year 2012/2013.**

\*\*\* This agenda is for acknowledgement, do not have to vote.



☐ **Agenda 3      Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2013.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree                      ☐ Disagree                      ☐ Abstain

☐ **Agenda 4      Consider and approve the profits allocation and dividend payments for the accounting period 2012/2013.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree                      ☐ Disagree                      ☐ Abstain

☐ **Agenda 5      Appoint the directors to replace those whose tenure have ended.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree the appointment of all directors
- ☐ Agree                      ☐ Disagree                      ☐ Abstain
- ☐ Agree the appointment of certain directors as follows:

<b>Mr. Wibool</b>	<b>Phongratanadechachai</b>	
<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> Abstain

<b>Miss Suputra</b>	<b>Phongratanadechachai</b>	
<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> Abstain

<b>Mr. Manop</b>	<b>Chiwatanasoonon</b>	
<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> Abstain

☐ **Agenda 6      Consider and approve the director remuneration for the accounting period 2013/2014.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree the appointment of all directors
- ☐ Agree                      ☐ Disagree                      ☐ Abstain

☐ **Agenda 7      Appoint the auditor and determine the auditing remuneration for the year 2013/2014.**

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree the appointment of all directors
- ☐ Agree                      ☐ Disagree                      ☐ Abstain

☐ **Agenda 8      Consider other issues (if any)**

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Attachment

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects, unless the Proxy cast the votes not in compliance with my/our intention specified herein.

Signature..... The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

**Note:**

- 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.*
- 2. In the agenda of appointment and election of the directors, either all or each of the members of the Board of Directors may be appointed.*
- 3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.*

**Annex to the Proxy (Form B.)**

The appointment of Proxy by a shareholder of **City Steel Public Company Limited**

At the 2013 Annual General meeting of the shareholders to be held on Friday, 29 November 2013 at 15.00 at Tappaya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000 or on such other dates and at such other places as may be adjourned or changed.

**Agenda** ..... **Subject :** .....

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

**Agenda** ..... **Subject :** .....

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

**Agenda** ..... **Subject :** .....

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

**Agenda** ..... **Subject :** .....

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

**Agenda** ..... **Subject :** .....

- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows;
- ☐ Agree ☐ Disagree ☐ Abstain

**Agenda** ..... **Subject : Election of Directors (continued)**

**Name of Director** .....

- ☐ Agree the appointment of all directors
- ☐ Agree ☐ Disagree ☐ Abstain

**Name of Director** .....

- ☐ Agree the appointment of all directors
- ☐ Agree ☐ Disagree ☐ Abstain

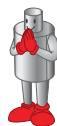
**Name of Director** .....

- ☐ Agree the appointment of all directors
- ☐ Agree ☐ Disagree ☐ Abstain

**Name of Director** .....

- ☐ Agree the appointment of all directors
- ☐ Agree ☐ Disagree ☐ Abstain

บริษัท ซิตี้ สตีล จำกัด (มหาชน)  
CITY STEEL PUBLIC COMPANY LIMITED



**CITY STEEL** PCL.  
*Metal* **TECHNOLOGY**™

88/3 Moo 4, Bypass Rd., Nongmaidaeng, Muang, Chonburi 20000

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