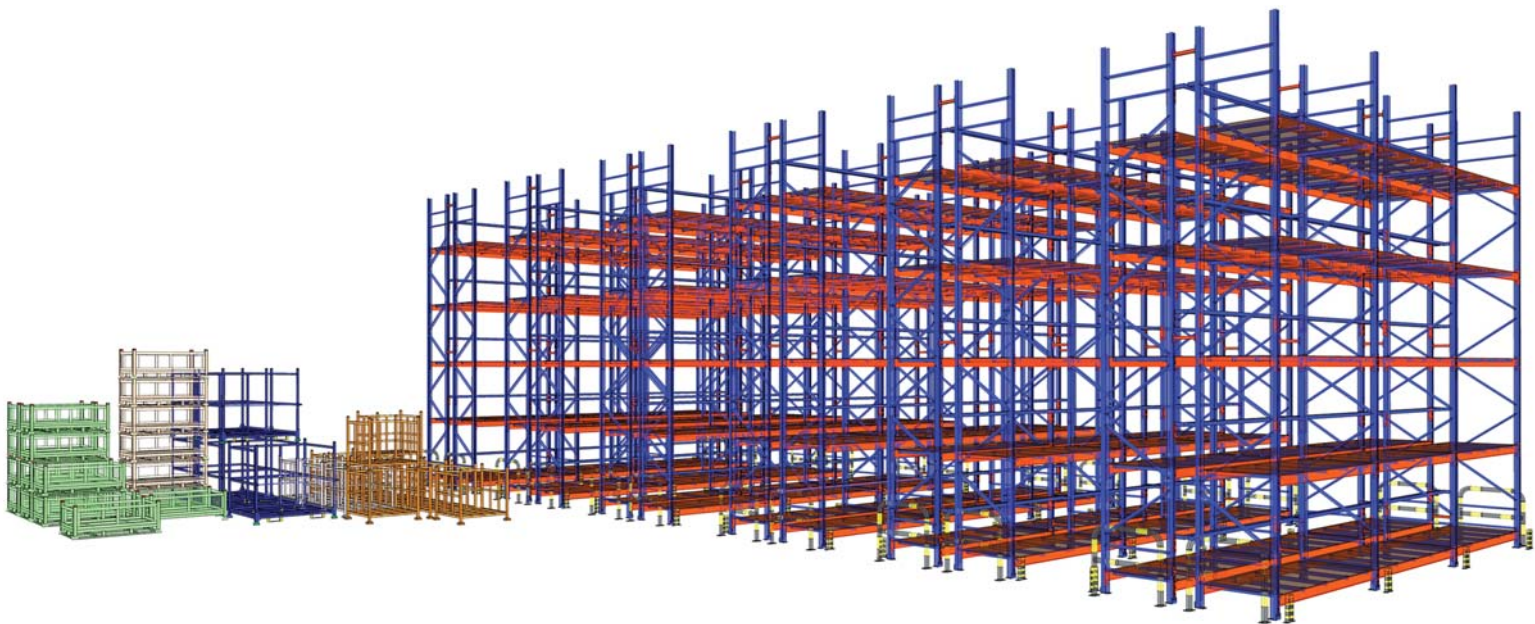
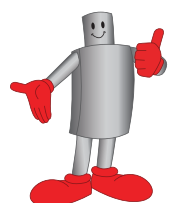


Invitation to the 2015 Annual General Meeting of Shareholders



PROFESSIONAL IN METAL TECHNOLOGY
2015



October 28, 2015

Subject Invitation to the 2015 Annual General Meeting of Shareholders

To Shareholders of City Steel Public Company Limited

Enclosures 1) Copy of the Minutes of the 2014 Annual General Meeting of Shareholders held on
November 28, 2014

 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 the Auditor and the
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 2015 Annual General Meeting of Shareholders

 11) Map of the Shareholders' Meeting Location

 12) 2015 Annual Report

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2015 Annual General Meeting of Shareholders on Monday, November 30, 2015, at 15.00 at Tappraya Room, 2nd Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000. The meeting agenda are as follows;

**Agenda 1 Certify the minutes of the 2014 Annual General Meeting of Shareholders held on
November 28, 2014.**

Objective and Reason : The 2014 Annual General Meeting of Shareholders was held on
November 28, 2014, and the 13-page copy of the Minutes is provided
in attachment.

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Board of Directors' opinion : The shareholders should certify the minutes of the 2014 Annual General Meeting of Shareholders.

Agenda 2 Be informed of the result of the company's operation for the year 2014/2015.

Objective and Reason : The Company's operating results for the year ended July 31, 2015, which shown in the 2015 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 2014/2015.

Board of Directors' opinion : The shareholders should acknowledge the result of the Company's operation for the accounting period 2014/2015.

Agenda 3 Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2015

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, 2015 as shown in the 2015 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, 2015.

Agenda 4 Consider and approve the profits allocation and dividend payments for the accounting period 2014/2015

Objective and Reason : The Board of Directors has proposed the dividend payments for the accounting period 2014/2015 at the rate of THB 0.12 per share for 300,000,000 shares totaling to THB 36,000,000. The dividends are

paid according to the Company's dividend policy of not more than 40% of the net profit after tax and legal reserves. The dividends will be paid to shareholders within December 29, 2015. The shareholders register book for the right to receive the annual dividend shall be recorded on December 9, 2015. In addition, December 11, 2015 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 calculated from consolidated net profits of THB 138,082,070 for the year 2014/2015.

Details		2014/2015	2013/2014
Net Profit after tax and legal reserves	(Thousand Baht)	138,082	148,578
Number of shares	(Thousand Shares)	300,000	300,000
Dividend per shares	(Baht)	0.12	0.16
Total Dividend Payment	(Thousand Baht)	36,000	48,000
Dividend Payout Ratio	(%)	26.07	32.31

The dividend payment amount is corresponded with the Company's dividend policy. Shareholders who entitle to receive the dividends will get tax credit from the Company's corporate income tax rate of 20%.

Board of Directors' opinion : The shareholders should approve the allocation of net profits and dividend payments for the accounting period 2014/2015 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 2 directors who have to retired as follows;

- | | | |
|--------------------|---------------|--------------------------------------|
| 1) Mrs. Panida | Chaiheng | Director/Executive Director |
| 2) Mr. Pattarathon | Thatsanasuwan | Independent Director/Audit Committee |

The Board of Directors has proposed to reappoint the two directors as follows;

- | | | |
|--------------------|---------------|--------------------------------------|
| 1) Mrs. Panida | Chaiheng | Director/Executive Director |
| 2) Mr. Pattarathon | Thatsanasuwan | Independent Director/Audit Committee |

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

- Note**
- 1) Individual details of directors 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.

Agenda 6 Consider and approve the director remuneration for the accounting period 2015/2016.

Objective and Reason : According to a decrease in the Group's operating results, together with the sluggish economic condition, it is appropriate to determine the director remuneration for the year 2015/2016 to be equal to last year remuneration, which are as follows;

Meeting Remuneration	2015/2016	2014/2015
For Chairman of the Board of Directors	THB 18,500	THB 18,500
For Chairman of the Audit Committee	THB 18,500	THB 18,500
For 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 2015/2016 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 2015/2016.

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 2015/2016, whose names as follows;

- 1) Miss Wannisa Ngambuathong CPA No. 6838 or
(Signed in the Company's financial statement for 3 years from 2012/2013 to 2014/2015)
- 2) Mr. Thanawut Piboonsawat CPA No. 6699 or
(Has never signed in the Company's financial statements)
- 3) Miss Thanyaporn Tangthanopajai CPA No. 9169 or
(Has never signed in the Company's financial statements)
- 4) Mr. Peradate Pongsathiansak CPA No. 4752 or
(Has never signed in the Company's financial statements)
- 5) Mr. Pojana Asawasantichai CPA No. 4891 or
(Signed in the Company's financial statement for 5 years from 2007/2008 to 2011/2012)
- 6) Miss Sulalit Ardsawang CPA No. 7517
(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 auditing fee will be THB 1,335,000, which increased from the year 2014/2015. The increase in the auditor remuneration is due to the revision of the

Accounting Standards and Financial Reporting Standards that will be effective in the accounting period 2015/2016. The revised standards will require more audits and increase auditing tasks.

	2015/2016	2014/2015
Auditing fee	THB 410,000	THB 390,000
Auditing fee for subsidiaries	THB 880,000	THB 835,000
Other charges (BOI Special Audit)	THB 45,000	THB 45,000

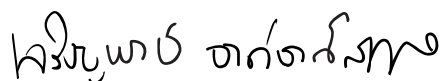
Note 1) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration could be found in Attachment 6.

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 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. Charoenpong Ongwongsakul)

Chairman of the Board of Directors

Minute of the 2014 Annual General Meeting of Shareholders of

City Steel Public Company Limited

Held on Friday, November 28, 2014, at 15:00 PM.

Place Tappraya Room, 2nd Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi.

Director and Management presented 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 Suputtra | Phongratanadechachai | Director/Chief Financial Officer |
| 5) Mr. Charoenpong | Ongwongsakul | Director/Deputy Managing Director |
| 6) Mr. Manop | Chivatanasoonorn | Independent Director/Chairman of the Audit Committee |
| 7) Mr. Anutara | Tantraporn | Independent Director/Audit Committee |
| 8) Mr. Pattarathon | Thatsanasuwan | Independent Director/Audit Committee |
| 9) 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) Miss Chonticha | Insawang | Officer of Dharmniti Auditing Co., Ltd. |

The Meeting Commenced at 15.20 PM.

Mr. Wibool Phongratanadechachai Chairman of the Meeting

Matters to be informed

1. There were 51 shareholders and proxies attending the 2014 Annual General Meeting of Shareholders on November 28, 2014. The total numbers of shares held by the attended shareholders are 226,962,186 shares equivalent to 75.65 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 vote. 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. In casting votes, the shareholders shall use pen to write down their votes in the ballots together with the shareholders' signatures for accuracy and correctness as well as for preventing someone else from manipulating or changing the ballots.
7. Collecting of the Ballots
 - 7.1 All Shareholders must be casting vote and submitting the ballots themselves.
 - 7.2 After the Chairman informed to cast vote in each agenda, the officers will collect all ballots.
8. 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 agendas

Agenda 1 Certify the minutes of the 2013 Annual General Meeting of Shareholders held on November 29, 2013.

The moderator informed that the 2013 Annual General Meeting of Shareholders was held on November 29, 2013, and an 11-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 2013 Annual General Meeting of Shareholders. If the shareholders had any questions or comments, please asked and expressed opinions.

Shareholders' Opinion

- Mr. Nara Sripetch, the proxy of Thai Investor Association, had suggested to record names of shareholders who expressed their opinion or asked questions during the meeting, as well as names of the persons who answered those questions in the minutes of the meeting.
- The board of directors had acknowledged and would consider to implement according to the suggestion.

Resolution The meeting had resolution to certify the minutes of the 2013 Annual General Meeting of Shareholders with;

Agreed votes of 51 shareholders accounted for 226,962,186 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

Agenda 2 Be informed of the result of the Company's operation for the year 2013/2014

The moderator informed that the Company's operating results for the year ended July 31, 2014 shown in the 2014 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 2013/2014. If the shareholders had any questions or comments, please asked and expressed opinions.

The meeting acknowledged the result of company's operation for the year 2013/2014.

Agenda 3 Certify and approve the Company's Separate and Consolidated Financial Statements for the accounting period ended July 31, 2014.

The Board of Directors had reviewed the Company's Separate 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, 2014 as shown in the 2014 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, 2014. If the shareholders had any questions or comments, please asked and expressed opinions.

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

Resolution The meeting had resolution to approve the Company's Separate and Consolidated Financial Statements for the accounting period ended July 31, 2014 with;

Agreed votes of 51 shareholders accounted for 226,962,186 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

Agenda 4 Consider and approve the profits allocation and dividend payments for the accounting period 2013/2014

The moderator informed that, the Board of Directors proposed the dividend payments for the accounting period 2013/2014 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 148,579,396. The Board of Directors had set the date for dividend payment as follows;

- » Book Closing Date Friday, December 12, 2014
- » Dividend Payment Date Friday, December 26, 2014

The dividends paid for the year 2013/2014 was lower than the Company's dividend policy since the Company has plan to utilize these earnings for future investment. Shareholders who entitle to receive the dividends will get tax credit from the Company's corporate income tax rate of 20%

Board of Director's opinion: The shareholders should approve the allocation of net profits and dividend payments for the accounting period 2013/2014 according to the proposed dividend payments of the Board of Directors. If the shareholders had any questions or comments, please ask and express opinions.

Shareholders' Opinion

- Anonymous shareholder had asked whether the Company had any expansion plans since the Company had a good financial position but the dividend payout ratio was only 32%.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had explained that the Company had an expansion plan by setting up a subsidiary named CT Universal Co., Ltd. that registered in Hong Kong SAR with registered capital of USD 3 million. The objectives of this subsidiary are to merchandising industrial material and consumer products as well as investing in new businesses.
- Mr. Rungroj Napa-umporn, shareholder had commented that the Company had paid the same dividend amount of THB 0.16 for 3 years since the year 2012, 2013, and 2014, which accounted for 34.55%, 38.33%, and 32.31% of net profits. According to the Company's dividend policy of paying approximately 40% of net profits, the dividend payout ratio should be at 39% to 41%. Additionally, as the Company had good operating results in the year 2014, investors had expected the Company to declare dividend payment at the rate that close to 40% of net profits and had requested the Board of Directors to consider paying dividend at the rate of 40% of net profits next year.
- Mr. Chawaphong Wasuthapitak, shareholder had mentioned that in the year 2012, there was a comment regarding the dividend payment of the rate of approximately 40%. Therefore, the shareholder had requested the Board of Directors to reconsider the dividend payment once again.
- Mr. Nara Sripetch, the proxy of Thai Investor Association, had suggested that besides paying cash dividend, the Board of Directors might consider paying stock dividend or issuing warrant as alternatives.
- The board of directors had acknowledged and would reconsider on this matter.

Resolution The meeting had resolution to approve the profits allocation and dividend payment for the accounting period 2013/2014 at the rate of THB 0.16 per share according to the details proposed by the Board of Directors with;

Agreed votes of 50 shareholders accounted for 223,912,186 votes, equivalent to 98.66%.

There was no disagree vote

Abstain vote of 1 shareholder accounted for 3,050,000 votes, equivalent to 1.34%.

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 were 3 directors that would be retired as follows;

- | | | |
|--------------------|----------------------|--------------------------------------|
| 1) Mr. Komgrich | Phongratanadechachai | Director/Executive Director |
| 2) Mr. Charoenpong | Ongwongsakul | Director/Executive Director |
| 3) Mr. Anutara | Tantraporn | 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. Komgrich | Phongratanadechachai | Director/Executive Director |
| 2) Mr. Charoenpong | Ongwongsakul | Director/Executive Director |
| 3) Mr. Anutara | Tantraporn | Independent Director/Audit Committee |

Remarks 1) Individual details of each director namely above could be found in Attachment2

2) Definition of the Company's Independent Director could be found in Attachment3

3) Criteria and Procedures of Director Nomination could be found in Attachment4

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 15, 2014, 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

3. Telephone to 038-782064-7

The nomination period had started on September 5, 2014 and ended on September 22, 2014.

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;

During the voting of this agenda, there was an additional shareholder attended the meeting with number of shares of 3,000 shares. So, there were total of 52 shareholders with 226,965,186 shares accounted for 75.66%.

1) Mr. Komgrich Phongratanadechachai Director/Executive Director

There were 52 shareholders accounted for 226,965,186 votes had resolved the following resolution;

- Agreed 226,965,186 Votes Equivalent to 100%.
- There was no disagree vote and no abstain vote.

During the voting of this agenda, there was an additional shareholder attended the meeting with number of shares of 368,100 shares. So, there were total of 53 shareholders with 227,333,286 shares accounted for 75.78%.

2) Mr. Charoenpong Ongwongsakul Director/Executive Director

There were 53 shareholders accounted for 227,333,286 votes had resolved the following resolution;

- Agreed 227,333,286 Votes Equivalent to 100%.
- There was no disagree vote and no abstain vote.

3) Mr. Anutara Tantraporn Independent Director/Audit Committee

There were 53 shareholders accounted for 227,333,286 votes had resolved the following resolution;

- Agreed 227,333,286 Votes Equivalent to 100%.
- There was no disagree vote and no abstain vote.

Agenda 6 Consider and determine the director remuneration for the accounting period 2014/2015

The moderator informed that although, last year the Company's operating results was improve, the political uncertainty was still remain and the political revolution is still in process. This political issue is an important factor that will significantly affect domestic economy in the future. Due to this uncertainty, it was appropriate to determine the director remuneration for the year 2014/2015 to be equal to last year remuneration, which were 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 would not be given since they would be given remuneration in the form of salaries and bonuses. 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 determine the director remuneration for the accounting period 2014/2015 according to the proposal of the Board of Directors with;

Agreed votes of 53 shareholders accounted for 227,333,286 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

Agenda 7 Consider and appoint the auditors and determine the auditor remuneration for the year 2014/2015

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 the auditors and determine the auditor remuneration. Board of Director had proposed to appoint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2014/2015, whose names were as follows;

- | | |
|------------------------------|------------------------------------------|
| 1) Miss Wannisa Ngambuathong | Certified Public Accountant No. 6838, or |
| 2) Mr. Thanawut Piboonsawat | Certified Public Accountant No. 6699, or |

- 3) Mr. Pichai Dachanapirom Certified Public Accountant No. 2421, or
4) Miss Sulalit Ardsawang Certified Public Accountant No. 7517

The proposed auditing fee would be THB 1,270,000, which increased from the year 2013/2014. The increase in the auditor remuneration was due to the additional subsidiary and an increase in accounting transactions as well as regulations of The Securities and Exchange Commission (SEC) and changes in Account Standards that requires more audits. If the shareholders had any questions or comments, please ask and express opinions.

Shareholders' Opinion

- Mr. Chawaphong Wasuthapitak, shareholder had suggested to add the word “or” after the names of each auditors from the first auditor to the third auditor in the Invitation to the Annual General Meeting of Shareholders.
- The board of directors had acknowledged and would implement accordingly.

Resolution The meeting had resolution to appoint the auditors of Dharmniti Auditing Company Limited to be the Company's auditors for the accounting period 2014/2015 and determined the auditing fees to be THB 1,270,000, as proposed by the Board of Directors with;
Agreed votes of 53 shareholders accounted for 227,333,286 votes, equivalent to 100%.
There was no disagree vote and no abstain vote.

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 had posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 15, 2014, 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@wkggroup.com
3. Telephone to 038-782064-7

The period to propose additional agenda in the 2014 Annual General Meeting of Shareholders had started on September 5, 2014 and ended on September 22, 2014. None of the shareholder

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 –

Shareholders had additional questions and express opinions as follows;

Shareholders' Opinion

- Mr. Santi Temkulkiat, shareholder had commented regarding Agenda 4 that the amount of dividend payment at dividend payout ratio of 32.31% was only THB 10 million less than the amount paid at the ratio of 40%, which was minimal compared to the Company's cash and cash equivalents of around THB 600 million. So the shareholder did not agree with the Board of Directors to keep this amount of cash to invest in the subsidiary. The shareholder also asked about the reason for establishing the new subsidiary, CT Universal Co., Ltd. in Hong Kong SAR and the business objectives of the subsidiary.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had explained that the Company has plan to penetrate the business in China. However, setting up a company in China is more complicated than in Hong Kong SAR. So the Company had decided to setting up the subsidiary in Hong Kong SAR instead. This newly established subsidiary has the objectives of merchandising industrial and consumer products as well as investing in new businesses by;
 - (1) Purchasing various industrial products that manufactured in China and reselling to international markets under the Company's brand and trademarks.
 - (2) Using this subsidiary as a channel for investment in other foreign countries.
- Mr. Rungroj Napa-umporn, shareholders had suggested that the dividend payout ratio stated in Agenda 4 should be presented at the exact percentage with 2 decimals instead of approximate percentage for accuracy. In addition, the AGM Invitation should be prepared correctly, free of error, and printed in nice format. The shareholder also inquired about future business plans and investment in new business and advised the Board of Directors to emphasize on public relation in order to provide information to the public and create positive image for the Company.

- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had described that the Company has prepared 1-year, 3-year, and 5-year business plans, but the details of these plans should not be disclosed to the public, otherwise it would affect the Company's competitiveness. Moreover, since the business plans could have been adjusted according to economic situations, if there was no accuracy, the Company would not disclose those plans to the public in order to avoid raising a misunderstanding among the media and the shareholders. For the public relation, the Company regularly gives interviews with the media every quarter under the rules and regulations of the Stock Exchange of Thailand. However, the decision to publish the interviews information is belong to the media. As for the preparation of the invitation document, the Company will consider to improve in the future.
- Mr. Chawaphong Wasuthapitak, shareholders had enquired about the progress of the subsidiary's warehouse rental business and its future business operation.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had explained that the warehouse rental business is operated by the subsidiary, Siam ISO Pro Co., Ltd. The subsidiary must have an agreement with the customer first, then it will build the warehouse to suit the customer's needs. Presently, the subsidiary is still in the process of finding customers and does not have any additional investment in this project since during the past 3 years the competition in this business was quite intense.
- Mr. Nara Sripetch, the proxy of Thai Investor Association, had expressed opinions and inquired as follows;
 - (1) As the Company employs made-to-order strategy, does the Company have any plan to support if there are a large amount of orders?
 - (2) What is the type of investment in CT Universal Co., Ltd.? Is there a joint investment?
 - (3) What is the Company's business objectives for the next year?
 - (4) Suggested to present the voting results on the projector screen for transparency.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had clarified as follows;

(1) Recently, the subsidiary, Mark Worldwide Co., Ltd. has excess production capacity of 50% and the other subsidiary, City Steel Products Co., Ltd. still has remaining production capacity around 20%. The Company believes that these remaining capacities are sufficient to accommodate the production if there are large quantities of orders.

(2) The Company indirectly invested in CT Universal Co., Ltd. via Siam ISO Pro Co., Ltd. the subsidiary that is owned by the Company at the proportion of 99.99% and Siam ISO Pro Co., Ltd. hold 100% of share in CT Universal Co., Ltd. CT Universal Co., Ltd. is registered in Hong Kong SAR with the objectives to merchandising industrial and consumer products as well as investing in new businesses. Although CT Universal Co., Ltd. had been established, the Company had not yet transferred funds to invest in the subsidiary. The Company is now assessing the overall global economic conditions and exchange rate situation.

(3) Since major portion of the Company's revenues derives from domestic sales that is roughly 95% and the remaining 5% derives from exports, the Company has set up goals according to the country GDP. The growth in the Company's revenues will directly rely on the expansion of the GDP.

(4) For the presentation of the voting results on the projector screen, the Company will present it as recommended in the next year Annual General Meeting of Shareholders.


- Mr. Wacharat Nantasane, shareholders had inquired about the Corporate Governance Report (CGR)'s scores that the Company had got 3 stars, whether the Company will improve to get higher scores.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had described that due to the Company's accounting and reporting period is not coincide with normal accounting period, The Thai Institute of Directors Association (IOD) had used the new criteria to assess the Company's previous Corporate Governance Report. The previous report did not contain all information required by the new criteria as a result the Company's had got 3 stars for the CGR scores. However, the Company's believes that the

Company will get higher scores in the next assessment since the Company already had corrected the report to conform to the new criteria recommended by the IOD.

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

The meeting was adjourned at 17:00 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 : Mrs. Panida Chaiheng
 Position : Director/Executive Director
 Birth of Date : November 24, 1981
 Age : 33 Years
 Family relations between executive : -None-
 Number of shares held in the company : -None-
 Education/Training : High Vocational Certificate, Business Administration,
 Business Computer, Eastern Technology College
 : Director Accreditation Program (DAP) 120/2015
 Thai Institute of Director Association (IOD)
 Working Experience : 2015 – Present Executive Director/Deputy Managing Director,
 City Steel Public Company Limited
 2011 – 2015 Human Resources Manager and
 Assistant Financial Manager,
 City Steel Public Company Limited
 2009 – 2011 Human Resources Manager,
 City Steel Public Company Limited
 Term : 1 Term
 Meeting Attendance for year 2014/2015 : 1/1
 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. Pattarathon Thatsanasuwan
Position	:	Independent Director/Audit Committee
Birth of Date	:	December 7, 1973
Age	:	41 Years
Family relations between executive	:	-None-
Number of shares held in the company	:	-None-
Education/Training	:	LL.B. : Law, Ramkhamhaeng University
	:	B.Sc. : Science, Chandrakasem Rajabhat University
	:	Director Accreditation Program (DAP) 61/2007
	:	Thai Institute of Director Association (IOD)
Working Experience	:	2006 - Present Independent Director/Audit Committee, City Steel Public Company Limited
	:	2006 – Present Partner, Lawyer, and Attorney at Law, PTM and Associate Ltd. Part. Law Office
	:	2010 – 2014 Consultant and Partner, Beyond 99 Insurance Broker Company Limited
	:	2010 – 2014 Consultant, Thai Fitting Home Group Company Limited
Term	:	3 Terms
Meeting Attendance for year 2014/2015	:	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.		

Definition of Independent Directors/Audit Committee

The Company has set the definition of independent directors to be equal to the minimum requirements of the Security Exchange Commission (SEC) or Stock Exchange of Thailand (SET). The requirements of SEC and SET 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, or 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 forth of the shareholders who attend the meeting and have the rights to vote with shares counted not less than one-half of total shares hold 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 as 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 2015/2016. List of the appointed auditors are as follows.

- Miss Wannisa Ngambuathong Certified Public Accountant No. 6838, or
(Signed on the Company's financial statements for 3 years since the year 2012/2013 to 2014/2015)
- Mr. Thanawut Piboonsawat Certified Public Accountant No. 6699, or
- Miss Thanyaporn Tangthanopajai Certified Public Accountant No. 9169, or
- Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752, or
- Mr. Pojana Asawasantichai Certified Public Accountant No. 4891, or
(Signed on the Company's financial statements for 5 years since the year 2007/2008 to 2011/2012)
- Miss Sulalit Ardsawang Certified Public Accountant No. 7517

The auditors of the Dharmniti Auditing Company Limited have professionally performed their duty as the independent auditors during these years. The auditors have 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.

In addition, the Audit Committee has also considered the proposed auditor remuneration for the year 2015/2016. The proposed remuneration is THB 1,290,000 and special purpose audit fees for the audit of the operation according to the conditions of the Board of Investment (BOI) is THB 45,000, which increased from the year 2014/2015. The increase in the auditor remuneration is due to the revision of the Accounting Standards and Financial Reporting Standards that will be effective in the accounting period 2015/2016. The revised standards will require more audits and increase auditing tasks.

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, information, 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 days 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 form 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 revealingly 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 comprise with following votes.

- (1) In general, majority of joined and voted shareholders shall be prevailed. If it is equaled, 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 parts of the company to others.
 - b. Purchase or receive others 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 others 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 Appointment, Registration, and Required Documents

For Annual General Meeting of the Shareholders of City Steel Public Company Limited on November 30, 2015

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 proxy 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) Mrs. Boontip Changnil Director/Executive Director Age 40

Education/Training : Bachelor of Business Administration, Management, Accounting,
Phuket Rajabhat University

Working Experience : 2015 – Present Executive Director/Managing Director,
City Steel Public Company Limited
2006 – 2015 General Manager – Support Function and
Accounting and Financial Manager,
City Steel Public Company Limited

Resided at 77/94 Moo 1, Bansuan, Muang, Chonburi

Conflict of Interest in any agenda in this AGM : None

2) Mr. Anutara Tantraporn Independent Director/Audit Committee Age 44

Education/Training : MA. : Animation & Interactive Multimedia, Visual
Communication, RMIT University, Australia

: Grad. DIP : Animation & Interactive Multimedia, Visual
Communication, RMIT University, Australia

Working Experience : 2015 – Present Independent Director / Chairman of the Audit
Committee, City Steel Public Company Limited

: 2006 – 2015 Independent Director / Audit Committee,
City Steel Public Company Limited

: 2010 – Present Executive Director, Hastin Kindergarten

: 2009 – Present Vice President ICT,
Phraram 3 Honda Cars Company Limited

Resided at 102/6 Soi Nonthaburi 40, Sanambinnam Rd., Muang, Nonthaburi

Conflict of Interest in any agenda in this AGM : None

⇒ A proxy grantor must fill in information and sign on the proxy form, attach all the required documents, 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 person who wishes to attend the meeting must present the following documents (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:

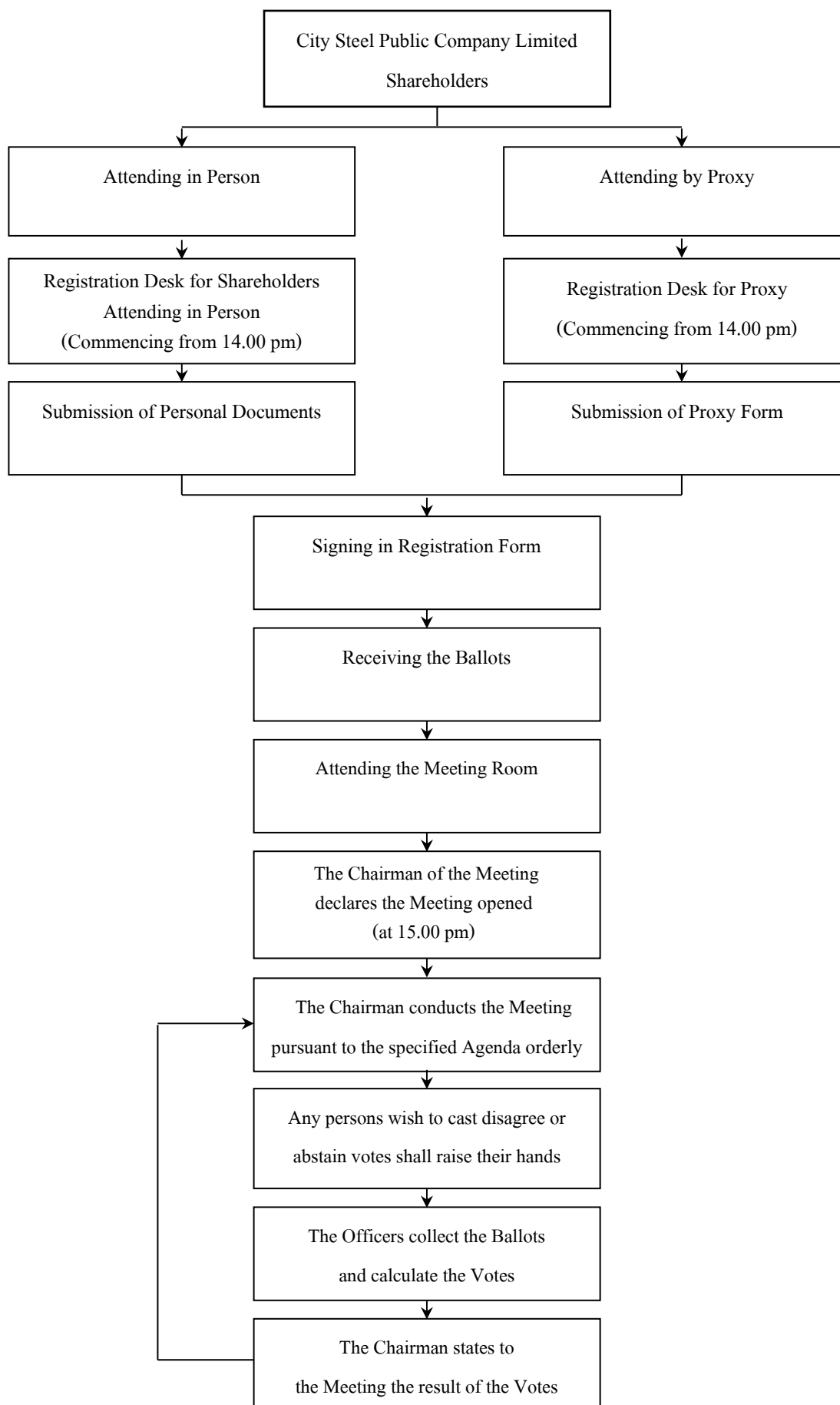
- 1) An original official ID card of the authorized representative.
- 2) A copy of the Affidavit or Certificate of Incorporation of the shareholder certified true and correct and signed by the authorized representative.

⇒ 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 2015 Annual General Meeting of the Shareholders

City Steel Public Company Limited on November 30, 2015





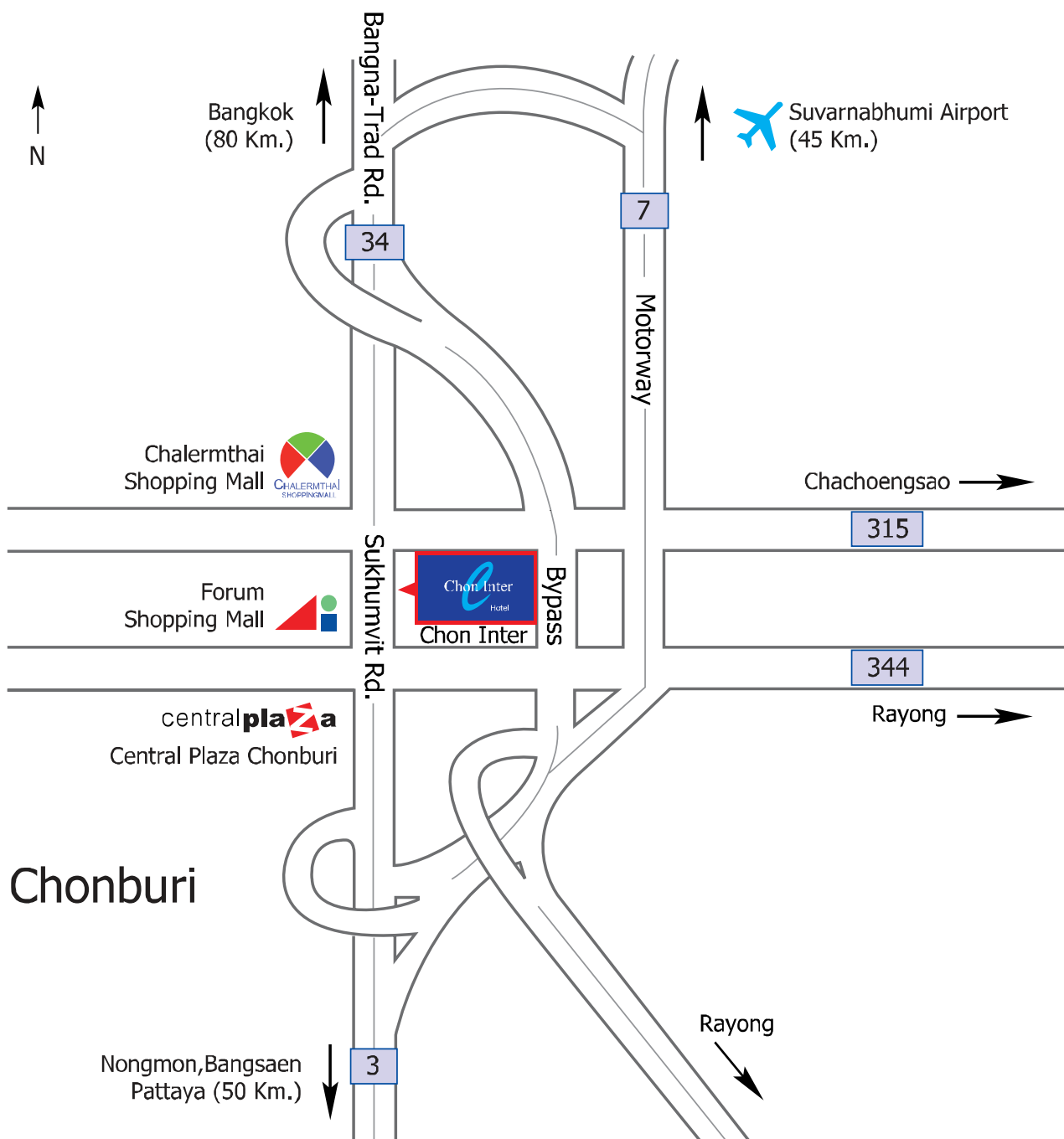
Chon Inter Hotel

934 Sukhumvit Road Bangplasoi Muang Chonburi 20000

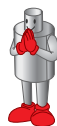
Tel : 038 - 283111 : 038 - 289123 E-mail : info@choninterhotel.com

Suvarnabhumi Airport 45 Km.

Chonburi



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



CITY STEEL PCL.
Metal **TECHNOLOGY**™

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