

# หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2553

## Invitation to the 2010 Annual General Meeting of Shareholders



**Professional In Metal Technology**

**2010**

Our Services Start Before We Sell  
Customer Satisfaction Is Our First Priority  
We Built Our Reputation On Quality We Built  
Our Future On Your Satisfaction

October 20, 2010

Subject	Invitation to the 2010 Annual General Meeting of Shareholders
To	Shareholders of City Steel Public Company Limited
Enclosures	<ol style="list-style-type: none"><li>1) Copy of the Minutes of the 2009 Annual General Meeting of the Shareholders held on November 30, 2009</li><li>2) Details document for Agenda No. 4 regarding the appointment of directors</li><li>3) Definition of Company's Independent Director</li><li>4) Criteria and Procedures of Director Nomination</li><li>5) Criteria and Procedures in Proposing of Director Remuneration</li><li>6) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration</li><li>7) The Company's Articles of Association concerning the Shareholders' Meeting</li><li>8) Proxy Form</li><li>9) Guidelines for Proxy Appointment, Registration, and Documents required for attending the meeting</li><li>10) Step for attending the 2010 Annual General Meeting of the Shareholders</li><li>11) Map of the Shareholders' Meeting Location</li><li>12) 2010 Annual Report</li></ol>

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2010 Annual General Meeting of Shareholders on Tuesday, November 30, 2010, at 15.00 at Tappraya Room, 2<sup>nd</sup> 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 2009 Annual General Meeting of Shareholders held on November 30, 2009.**

**Objective and Reason:**      The 2009 Annual General Meeting was held on November 30, 2009, and the 6-page copy of the Minutes is provided in attachment.

**Board of Directors' opinion:**      The shareholders should certify the minutes of the 2009 Annual General Meeting of Shareholders.

**Agenda 2      Certify and be informed of the result of the company's operation for the year 2009/2010.**

**Objective and Reason:**      The Company's operating results for the year ended July 31, 2010, which shown in the 2010 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 2009/2010.

**Board of Directors' opinion:**      The shareholders should certify the result of the Company's operation for the Accounting period 2009/2010.



**Agenda 3 Certify and approve the audited company's balance sheets, and profit and loss statements for the accounting period ended July 31, 2010.**

Objective and Reason: The Board of Directors has reviewed the Company's financial statements for the year ended July 31, 2010 as shown in the 2010 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, 2010.

**Agenda 4 Consider and approve the profits allocation and dividend payments for the accounting period 2009/2010**

Objective and Reason: The Board of Directors has proposed the dividend payments for the accounting period 2009/2010 at the rate of THB 0.08 per share for 300,000,000 shares totaling to THB 24,000,000. 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 30, 2010. The shareholders register book for the right to receive the annual dividend shall be recorded on December 14, 2010. In addition, December 15, 2010 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 64,514,330.11. The legal reserves are allocated at the amount of THB 1,720,000 or approximately at 5% of the Company's net profit of THB 34,395,383.09 under cost method.

Details		2009/2010	2008/2009
Net Profit after tax and legal reserves	(Thousand Baht)	62,794	80,064
Number of shares	(Thousand Shares)	300,000	300,000
Dividend per share	(Baht)	0.08	0.11
Total Dividend Payment	(Thousand Baht)	24,000	33,000
Dividend Payout Ratio	(Approximated %)	40	40

The dividends paid for the year 2008/2009 and 2009/2010 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 2009/2010 as proposed by the Board of Directors.

**Agenda 5 Appoint the directors to replace those whose tenure has 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 retired as follows;

- |              |                      |   |
|--------------|----------------------|---|
| 1. Mr.Wibool | Phongratanadechachai | Chairman of the Board of Directors                      |
| 2. Mr.Satit  | Phongratanadechachai | Director/ Executive Director                            |
| 3. Mr.Manop  | Chiwatanasonton      | Independent Director/Chairman of the<br>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. Mr.Satit  | Phongratanadechachai | Director/Executive Director                             |
| 3. Mr.Manop  | Chiwatanasonton      | Independent Director/Chairman of the<br>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 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 2010/2011.**

Objective and Reason: During the year 2009/2010, the Company has faced many problems and obstacles that resulted from political issues, which affect domestic economic condition. Therefore, it is appropriate to determine the director remuneration for the year 2010/2011 to be equal to last year remuneration, which as follows;

Meeting Remuneration	2010/2011	2009/2010
For Chairman of the Board of Directors	THB 16,500	THB 16,500
For Chairman of the Audit Committee	THB 16,500	THB 16,500
For Audit Committee	THB 13,200	THB 13,200

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 2010/2011 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 2010/2011.**

**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 2010/2011, whose names as follows;

1. Mr.Pojana Asawasontichai CPA No.4891  
(Signed in the Company's financial statement for 3 years since 2007/2008)
2. Mr.Pichai Dachanapirom CPA No.2421  
(Has never signed in the Company's financial statements)
3. Ms.Chantra Wongsriudomporn CPA No.4996  
(Has never signed in the Company's financial statements)
4. Ms.Wannisa Ngambuathong CPA No.6838  
(Has never signed in the Company's financial statements)
5. 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 auditing fee will be THB 1,115,000 which is equal to those for the accounting period ended 31 July 2010.

	2010/2011	2009/2010
Auditing fee	THB 535,000	THB 535,000
Auditing fee for subsidiaries	THB 580,000	THB 580,000
Auditing fee for subsidiaries	THB 580,000	THB 580,000

**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. Wibool Phongratanadechachai)

Chairman of the Board of Directors

**Minute of the 2009 Annual General Meeting of Shareholders of  
City Steel Public Company Limited**

**Held on Monday, November 30, 2009, at 15.00 PM**

Place: Tappraya Room, 2<sup>nd</sup> Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplaso, 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 Suputtra	Phongratanadechachai	Director / Chief Financial Officer
5) Mr.Charoenpong	Ongwongsakul	Director / Deputy Managing Director
6) Mr.Manop	Chiwatanasooton	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	Phetry	Deputy General Manager / Accounting and Financial Manager

Auditor's Representative at the meeting:

1) Mr.Pojana	Asavasontichai	Certified Public Accountant (Thailand) No.4891 of Dharmniti Auditing Co., LTD.
2) Mr.Kamol	Voravatch	Officer of Dharmniti Auditing Co., LTD.
3) Miss Paijit	Teeramoke	Officer of Dharmniti Auditing Co., LTD.

**The Meeting Commenced at 15.00 PM.**

Mr.Wibool                      Phongratanadechachai                      Chairman of the Meeting

**Matters to be informed**

1. There are 34 shareholders and proxies attending the 2009 Annual General Meeting of Shareholders on November 30, 2009. The total numbers of shares held by the attended shareholders are 217,845,500 shares equivalent to 72.62 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.

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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 To certify the minutes of the 2008 Annual General Meeting of shareholders held on November 27, 2008**

The moderator informed that the 2008 Annual General Meeting of shareholders was held on November 27, 2008, and a 6-page copy of the minutes of meeting has been provided as an attachment and sent to all shareholders.

Board of Directors' opinion: the shareholders should certify the minutes of the 2008 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 unanimously certified the minutes of the 2008 Annual General Meeting of shareholders.**

With the votes of 34 shareholders accounted for 217,845,500 votes, equivalent to 100%.

There is no disagree vote and no abstain vote

**Agenda 2 To certify and be informed of the result of the Company's operation for the year 2008/2009**

The moderator informed that the Company's operating results for the year ended July 31, 2009 shown in the 2009 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 2008/2009. 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 unanimously certified the result of company's operation for the year 2008/2009.**

With the votes of 34 shareholders accounted for 217,845,500 votes, equivalent to 100%.

There is no disagree vote and no abstain vote



**Agenda 3 To approve the audited company's balance sheets, profit and loss statements for the accounting period ended July 31, 2009**

The Board of Directors has reviewed the Company's financial statements for the year ended July 31, 2009 as shown in the 2009 Annual Report, which has 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, 2009. 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 unanimously approved the audited company's balance sheets, profit and loss statements for the year ended July 31, 2009.

With the votes of 34 shareholders accounted for 217,845,500 votes, equivalent to 100%.

There is no disagree vote and no abstain vote

**Agenda 4 To certify and approve the profits allocation and dividend payments for the accounting period 2008/2009**

The moderator informed that, the Board of Directors proposed the dividend payments for the accounting period 2008/2009 at the rate of THB 0.11 per share for 300,000,000 shares totaling to THB 33,000,000. The dividends are paid according to the Company's dividend policy of approximately 40% of the net profit after tax and legal reserves, which will be calculated from consolidated net profits of THB 80,427,598.96. The legal reserves are allocated at the amount of THB 364,000 or approximately at 5% of the company's net profit of THB 7,273,466.61 under cost method.

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

- ▶ Book Closing Date (XD) December 18, 2009
- ▶ Dividend Payment Date December 30, 2009

Board of Director's opinion: the shareholders should approve the allocation of net profits and dividend payments for the accounting period 2008/2009. 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 unanimously certified and approved the profits allocation and dividend payment for the accounting period 2008/2009 at the rate of THB 0.11 per share according to the details proposed by the Board of Directors.

With the votes of 34 shareholders accounted for 217,845,500 votes, equivalent to 100%.

There is no disagree vote and no abstain vote

**After Agenda 5 onward, there were 2 additional shareholders attended the meeting, comprised of additional 6,368,100 shares. The total numbers of shares held by the attended shareholders were 224,213,600 shares equivalent to 74.74 percent of the Company's total outstanding shares.**

**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.Charoenpong | Ongwongsakul  | Director / Deputy Managing Director    |
| 2. Mr.Anutara     | Tantraporn    | Independent Director / Audit Committee |
| 3. Mr.Patarathon  | 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.Charoenpong | Ongwongsakul  | Director / Deputy Managing Director    |
| 2. Mr.Anutara     | Tantraporn    | Independent Director / Audit Committee |
| 3. Mr.Patarathon  | 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 has posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 15, 2009, 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 ext. 139

The nomination period had started on October 1, 2009 and ended on October 20, 2009. 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 unanimously resolved to re-appoint the 3 directors whose tenure has ended to serve as directors for another term as per following details;

- 1) Mr. Charoenpong Ongwongsakul Director / Deputy Managing Director

There were 36 shareholders accounted for 224,213,600 votes had resolved the following resolution

- Agreed 224,213,600 Votes Equivalent to 100%
- There is no disagree vote and no abstain vote

- 2) Mr. Anutara Tantraporn Independent Director / Audit Committee

There were 36 shareholders accounted for 224,213,600 votes had resolved the following resolution

- Agreed 224,213,600 Votes Equivalent to 100%

- There is no disagree vote and no abstain vote

3) Mr. Patarathon Thatsanasuwan Independent Director / Audit Committee

There were 36 shareholders accounted for 224,213,600 votes had resolved the following resolution

- Agreed 224,213,600 Votes Equivalent to 100%

- There is no disagree vote and no abstain vote

**Agenda 6 To consider and determine the director remuneration for the accounting period 2009/2010**

The moderator informed that, during the year 2008/2009, the Company had faced many problems and obstacles that resulted from the world economic recession and affects domestic economic condition. However, with devotion and good recommendations from the directors, the Company was able to overcome the obstacles and minimize impacts from the economic crisis. Therefore, it was proper to increase the director remuneration for the year 2009/2010 from the year 2008/2009 as follows:

- Meeting Remuneration for Chairman of the Board of Directors will be THB 16,500 per meeting.
- Meeting Remuneration for Chairman of the Audit Committee will be THB 16,500 per meeting.
- Meeting Remuneration for Audit Committee will be THB 13,200 per meeting.

Meeting Remuneration for Executive Directors will not be given since they will be given remuneration in the form of salary and bonus. 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 unanimously resolved to determine the directors' remuneration for the accounting period 2009/2010 according to the proposal of the Board of Directors.

With the votes of 36 shareholders accounted for 224,213,600 votes, equivalent to 100%.

There is no disagree vote and no abstain vote

**Agenda 7 To consider and appoint the auditors and determine the auditor remuneration for the year 2009/2010**

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 appoint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2009/2010, whose names as follows;

- |                |                 |                      |
|----------------|-----------------|----------------------|
| 1) Mr.Pojana   | Asawasontichai  | CPA No.4891 and / or |
| 2) Mr.Pichai   | Dachanapirom    | CPA No.2421 and / or |
| 3) Ms.Chantra  | Wongsriudomporn | CPA No.4996 and / or |
| 4) Ms.Wannisa  | Ngambuathong    | CPA No.6838 and / or |
| 5) Mr.Thanawut | Piboonsawat     | CPA No.6699          |

The proposed auditing fee will be THB 1,115,000. The increase in the remuneration is in consistent with the expansion of the Company business since the Company has established a new subsidiary and the auditor has to perform additional auditing task. 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 unanimously resolved to appoint the auditors of Dharmniti Auditing Company Limited to be the Company's auditors for the accounting period 2009/2010 and determine the auditing fees of THB 1,115,000, as proposed by the Board of Directors.

With the votes of 36 shareholders accounted for 224,213,600 votes, equivalent to 100%.

There is 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 has posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 15, 2009, 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 ext. 139


The period had started on October 1, 2009 and ended on October 20, 2009. 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 16.00 pm.**

Certified by



Chairman of the Meeting

( Mr.Wibool Phongratanadechachai )

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

Name : Mr. Wibool Phongratanadechachai

Position : Chairman of the Board of Directors

Birth of Date : February 16, 1944

Age : 66 Years

Family relations between executive : Father of Mr. Satit (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 : 4 Terms

Meeting Attendance for year 2009/2010 : 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. Satit Phongratanadechachai

Position : Director / Managing Director

Birth of Date : July 12, 1975

Age : 35 Years

Family relations between executive : Son of Mr. Wibool (Chairman of the Board of Directors)

Number of shares held in the company : 7,500,000 Shares accounted for 2.50%

Education / Training : MBA: Business Administration, Shenandoah University, USA  
 BBA: Business Administration, Assumption University  
 Director Accreditation Program (DAP) 26/2004  
 Thai Institute of Director Association (IOD)

Working Experience : 2002 - Present Director / Managing Director  
 City steel Public Company Limited  
 2005 - Present Executive Director  
 City steel Public Company Limited

Term : 4 Terms

Meeting Attendance for year 2009/2010 : 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 Chiwatanasoonton

Position : Independent Director / Chairman of the Audit Committee

Birth of Date : May 10, 1955

Age : 55 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 : Present Director, Bureau of Supporting Industries  
Development, Department of Industrial Promotion  
2006 - Present Independent Director / Chairman of the Audit  
Committee, City steel Public Company Limited  
2007 - 2009 Director, Bureau of Industrial Management  
Development, Department of Industrial Promotion  
2004 - 2007 Plan and Policy Analysis Level 9  
Department of Industrial Promotion  
2005 - 2006 Independent Director / Audit Committee,  
City steel Public Company Limited

Term : 4 Terms

Meeting Attendance for year 2009/2010 : 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-

There is no significant business relationship that may affect this nominated person to perform his duty independently.  
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, 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 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 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**

In order to appoint the Company's auditor, the Audit Committee of City Steel Public Company Limited has considered 3 auditors based on their performances, independence, as well as auditing fees and has come up with the opinion that has been proposed to the Board of Director. The Audit Committee has proposed to appoint Mr.Pojana Asawasontichai, a certified public accountant No. 4891, Mr.Pichai Dachanapirom, a certified public accountant No. 2421, Ms.Chantra Wongsriudomporn, a certified public accountant No.4996, Ms. Wannisa Ngambuathong, a certified public accountant No.6838, or Mr.Thanawut Piboonsawat, a certified public accountant No.6699 of the Dharmniti Auditing Company Limited to be the Company's independent auditor for the fiscal year 2010/2011.

Mr.Pojana Asawasontichai has signed on the Company's financial statements for 3 years since the year 2007/2008 to 2009/2010 and has professionally performed his duty as the independent auditor during these years. For the year 2010/2011, the auditor has proposed the remuneration of THB 1,115,000 which is equal to those for the accounting period ended 31 July 2010.

**Articles of Association of City Steel Public Company Limited concerning.**

**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**  
**In order to Attend and Vote in the 2010 Annual General Meeting of the Shareholders**  
**City Steel Public Company Limited**  
**November 30, 2010**

**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) Mr.Komgrich Phongratanadechachai**

**Position : Deputy Chairman of the Board of Directors / Chief Executive Officer**  
**Age : 38**  
**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 Moo4, 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 : 39**  
**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**  
**Present Managing Director, Ideoseed Company Limited**  
**Present Business IT Consultant and Acting ICT Manager**  
**Phraram 3 Group Honda Automobile Company Limited**

**Address : 102/6 Sanambinnam Rd., 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 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, 2<sup>nd</sup> 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.

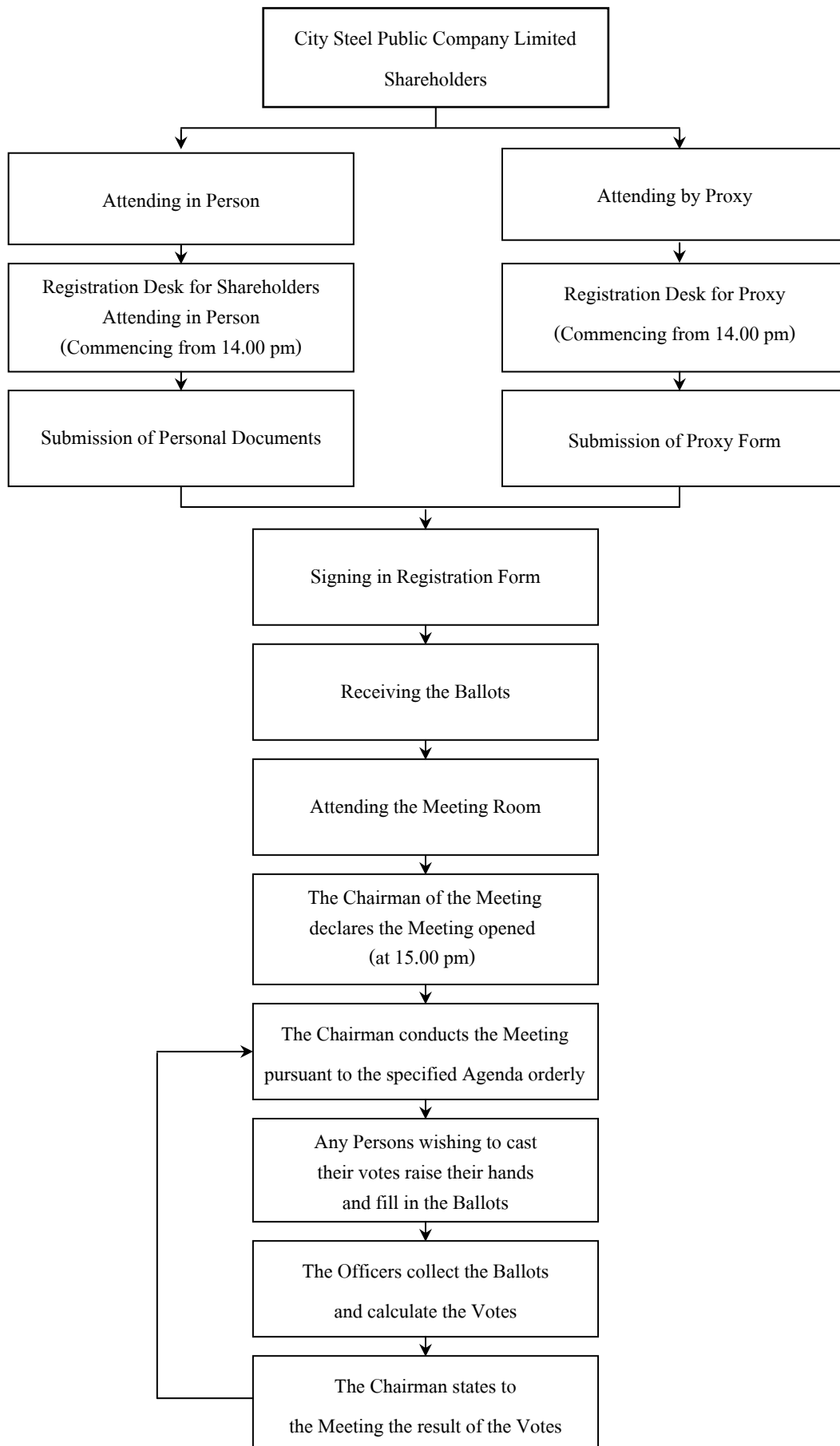
⇒ Attendance by proxy:

- 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 2010 Annual General Meeting of the Shareholders**

**City Steel Public Company Limited**

**November 30, 2010**





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### SUARNABHUMI INTERNATIONAL AIRPORT

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