

**Minute of the 2011 Annual General Meeting of Shareholders of  
City Steel Public Company Limited**

**Held on Wednesday, November 30, 2011, 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	General Manager – Supporting Function / 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 Chonthicha	Insawang	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 40 shareholders and proxies attending the 2011 Annual General Meeting of Shareholders on November 30, 2011. The total numbers of shares held by the attended shareholders are 226,399,800 shares equivalent to 75.47 percent of the Company's total outstanding shares. According to the Law no. 103, the general meeting must comprise of either at least 25 shareholders and proxies or not less than half of the total shareholders, which total shares not less than one third of the Company's total outstanding shares in order to complete the quorum.
2. The voting method for shareholders who attend the meeting in person, the shareholders have votes equal to the amount of shares hold by the shareholders. Once casting the votes, the votes will be equal to the total shares hold by those particular shareholders and must not be split. For the proxy granter, the votes will be equal to the amount of shares granted to the proxy.
3. The meeting shall proceed according to the predetermined agenda. Shareholders who have conflict of interest in each agenda shall cast abstain votes except for Agenda 5: Appoint the directors to replace those whose tenure has ended.

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

The meeting acknowledged and proceeded with the following agenda:

**Agenda 1** To certify the minutes of the 2010 Annual General Meeting of shareholders held on November 30, 2010

The moderator informed that the 2010 Annual General Meeting of shareholders was held on November 30, 2010, and a 6-page copy of the minutes of meeting had been provided as an attachment and sent to all shareholders.

Board of Directors' opinion: the shareholders should certify the minutes of the 2010 Annual General Meeting of shareholders. If the shareholders had any questions or comments, please ask and express opinions.

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

**Resolution** The meeting had resolution to certify the minutes of the 2010 Annual General Meeting of shareholders with;

Agree votes of 40 shareholders accounted for 226,399,800 votes, equivalent to 100%.

There was 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 2010/2011

The moderator informed that the Company's operating results for the year ended July 31, 2011 shown in the 2011 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 2010/2011. 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 2010/2011 with;

Agree votes of 40 shareholders accounted for 226,399,800 votes, equivalent to 100%.

There was 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, 2011.**

The Board of Directors had reviewed the Company's financial statements for the year ended July 31, 2011 as shown in the 2011 Annual Report, which had been audited by the Company's auditor, Dharmmiti 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, 2011. 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 approve the audited company's balance sheets, profit and loss statements for the year ended July 31, 2011 with;**

Agree votes of 40 shareholders accounted for 226,399,800 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

**Agenda 4 To certify and approve the profits allocation and dividend payments for the accounting period 2010/2011.**

The moderator informed that, the Board of Directors proposed the dividend payments for the accounting period 2010/2011 at the rate of THB 0.10 per share for 300,000,000 shares totaling to THB 30,000,000. 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 80,392,798.70. The legal reserves are allocated at the amount of THB 1,116,000 or approximately at 5% of the company's net profit of THB 115,332,749.38 under cost method.

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

- |                          |                   |
|--------------------------|-------------------|
| ▶ Book Closing Date (XD) | December 15, 2011 |
| ▶ Dividend Payment Date  | December 30, 2011 |

Board of Director's opinion: the shareholders should approve the allocation of net profits and dividend payments for the accounting period 2010/2011. 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 2010/2011 at the rate of THB 0.10 per share according to the details proposed by the Board of Directors with;**

Agree votes of 40 shareholders accounted for 226,399,800 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

**From Agenda 5 onward, there was 1 additional shareholder attending the meeting, comprised of additional 8,000 shares. The total numbers of shares held by the attended shareholders were 226,407,800 shares equivalent to 75.47 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.Komgrich  | Phongratanadechachai | Director / Executive Director          |
| 2. Miss Suputra | Phongratanadechachai | 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. Miss Suputra | Phongratanadechachai | Director / Executive Director          |
| 3. Mr.Anutara   | Tantraporn           | Independent Director / Audit Committee |

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

The moderator invited the directors whose tenure had ended to leave the meeting. The moderator also informed that in this meeting, the Company had posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 14, 2011, to nominate the qualified persons to be the Company's directors to act as representatives for the shareholders by the following methods:

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

The nomination period had started on September 13, 2011 and ended on September 24, 2011. There was no nomination through the Company's proposed channels.

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

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

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

- |                |                      |                               |
|----------------|----------------------|-------------------------------|
| 1. Mr.Komgrich | Phongratanadechachai | Director / Executive Director |
|----------------|----------------------|-------------------------------|

There were 41 shareholders accounted for 226,407,800 votes had resolved the following resolution;

- Agreed 226,407,800 Votes Equivalent to 100%.
- There was no disagree vote and no abstain vote.

2. Miss Suputra                      Phongratanadechachai                      Director / Executive Director

There were 41 shareholders accounted for 226,407,800 votes had resolved the following resolution;

- Agreed    226,407,800 Votes    Equivalent to 100%.
- There was no disagree vote and no abstain vote.

3. Mr.Anutara                      Tantraporn                      Independent Director / Audit Committee

There were 41 shareholders accounted for 226,407,800 votes had resolved the following resolution;

- Agreed    226,407,800 Votes    Equivalent to 100%.
- There was no disagree vote and no abstain vote.

**Agenda 6**    **To consider and determine the director remuneration for the accounting period 2011/2012**

The moderator informed that, Although, last year the Company's operating results was improve, the sovereign debt crisis in Europe and financial crisis in the U.S. have tremendous impacts to the global economy as well as economic condition in the country which may result in a stagnant economic growth in the future. Therefore, it is appropriate to determine the director remuneration for the year 2011/2012 to be equal to last year remuneration, which 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 2011/2012 according to the proposal of the Board of Directors with;

Agree votes of 41 shareholders accounted for 226,407,800 votes, equivalent to 100%.

There was no disagree vote and no abstain vote.

**Agenda 7**    **To consider and appoint the auditors and determine the auditor remuneration for the year 2011/2012**

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 2011/2012, whose names were 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 1,135,000. The increase in auditing fee is consistent with the expansion of the Group's businesses. In addition, the adoption of new Accounting and Financial Reporting Standards will make financial statements preparing process to be more complicated as well as require more resources in auditing process.

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 2011/2012 and determine the auditing fees of THB 1,135,000, as proposed by the Board of Directors with;

Agree votes of 41 shareholders accounted for 226,407,800 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 has posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 14, 2011, to propose additional agenda by the following methods:

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

The period had started on September 13, 2011 and ended on September 24, 2011. 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 16.30 pm.**

Certified by



Chairman of the Meeting

( Mr.Wibool Phongratanadechachai )