



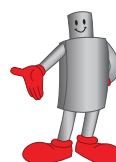
หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2555

Invitation to the 2012 Annual General Meeting of Shareholders

CITY STEEL PCL.
Metal TECHNOLOGY™

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

PROFESSIONAL IN METAL TECHNOLOGY



October 22, 2012

- Subject** Invitation to the 2012 Annual General Meeting of Shareholders
- To** Shareholders of City Steel Public Company Limited
- Enclosures**
- 1) Copy of the Minutes of the 2011 Annual General Meeting of Shareholders held on November 30, 2011
 - 2) Details document for Agenda No. 4 regarding the appointment of directors
 - 3) Definition of Company's Independent director
 - 4) Criteria and Procedures of Director Nomination
 - 5) Criteria and Procedures in Proposing of Director Remuneration
 - 6) Opinion of the Audit Committee on the Proposal of the Appointment of Auditor and Auditor Remuneration
 - 7) The Company's Articles of Association concerning the Shareholders' Meeting
 - 8) Proxy Form
 - 9) Guidelines for Proxy Appointment, Registration, and documents required for attending the meeting
 - 10) Step for attending the 2012 Annual General Meeting of Shareholders
 - 11) Map of the Shareholders' Meeting Location
 - 12) 2012 Annual Report

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2012 Annual General Meeting of Shareholders on Friday, November 30, 2012, 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 2011 Annual General Meeting of Shareholders held on November 30, 2011.**

Objective and Reason : The 2011 Annual General Meeting of Shareholders was held on November 30, 2011, and the 6 - page copy of the Minutes is provided in attachment.

Board of Directors' opinion : The shareholders should certify the minutes of the 2011 Annual General Meeting of Shareholders.

Agenda 2 **Certify and be informed of the result of the company's operation for the year 2011/2012.**

Objective and Reason : The Company's operating results for the year ended July 31, 2012, which shown in the 2012 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 2011/2012.

Board of Directors' opinion : The shareholders should certify the result of the Company's operation for the Accounting period 2011/2012.

Agenda 3 Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2012.

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, 2012 as shown in the 2012 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, 2012.

Agenda 4 Consider and approve the profits allocation and dividend payments for the accounting period 2011/2012

Objective and Reason : The Board of Directors has proposed the dividend payments for the accounting period 2011/2012 at the rate of THB 0.16 per share for 300,000,000 shares totaling to THB 48,000,000. The dividends are paid according to the Company's dividend policy of approximately 40% of the net profit after tax and legal reserves. The dividends will be paid to shareholders within December 28, 2012. The shareholders register book for the right to receive the annual dividend shall be recorded on December 12, 2012. In addition, December 13, 2012 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 138,747,464.47.

Details		2011/2012	2010/2011
Net Profit after tax and legal reserves	(Thousand Baht)	138,747	79,277
Number of shares	(Thousand Shares)	300,000	300,000
Dividend per shares	(Baht)	0.16	0.10
Total Dividend Payment	(Thousand Baht)	48,000	30,000
Dividend Payout Ratio	(Approximated %)	40	40

The dividends paid for the year 2010/2011 and 2011/2012 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 2011/2012 as proposed by the Board of Directors.

Agenda 5 Appint the directors to replace those whose tenure have ended.

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

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

The Board of Directors has proposed to reappoint all three directors as follows;

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

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

- Note**
- 1) Individual details of directors named above could be found in Attachment 2.
 - 2) Definition of the Company's Independent Director could be found in Attachment 3.
 - 3) Criteria and Procedures of Director Nomination could be found in Attachment 4.

Agenda 6 Consider and approve the director remuneration for the accounting period 2012/2013

Objective and Reason : During the year 2011/2012, the Company's operating results had been improved and the net profits also increased from the previous year, therefore, the Company has proposed to increase the director remuneration for the year 2012/2013 from the year 2011/2012, as follows;

Meeting Remuneration	2012/2013	2011/2012
For the Chairman of the Board of Directors	THB 18,500	THB 16,500
For the Chairman of the Audit Committee	THB 18,500	THB 16,500
For the Audit Committe	THB 14,500	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 2012/2013 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 2012/2013

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 2012/2013, whose names are as follows;

- 1) Mr.Pichai Dachanapirom CAP No.2421
(Has never signed in the company's financial statements)
- 2) Ms.Chantra Wongsriudomporn CAP No.4996
(Has never signed in the company's financial statements)
- 3) Ms.Wannisa Ngambuathong CAP No.6838
(Has never signed in the company's financial statements)
- 4) Mr.Thanawut Piboonsawat CAP 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 1,185,000. The increase in auditing fee is consistent with the expansion of the Group's businesses. In addition, the adoption of new Accounting and Financial Reporting Standards will make financial statements preparing process to be more complicated as well as require more resources in auditing process.

	2012/2013	2011/2012
Auditing fee	THB 340,000	THB 475,000
Auditing fee for subsidiaries	THB 845,000	THB 695,000
Other charges	-None-	-None-

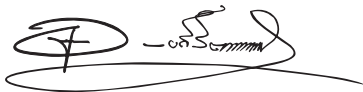
Note 1) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration could be found in Attachment 6.

Agenda 8 Consider other issues (if any)

The Company is pleased to invite the shareholders to attend the meeting at the abovementioned time and place. Registration is opened to shareholders since 14.00 pm. onwards.

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

Sincerely yours,



(Mr. Wibool Phongratanadechachai)

Chairman of the Board of Directors

**Minute of the 2011 Annual General Meeting of Shareholders of
City Steel Public Company Limited
Held on Wednesday, November 30, 2011, at 15.00 PM**

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

Director and Management present at the meeting :

1) Mr.Wibool	Phongratanadechachai	Chairman of the Board of Director
2) Mr.Komgrich	Phongratanadechachai	Director / Chief Executive Officer
3) Mr.Satit	Phongratanadechachai	Director / Managing Director
4) Miss Suputra	Phongratanadechachai	Director / Chief Financial Officer
5) Mr.Charoenpong	Ongwongsakul	Director / Deputy Managing Director
6) Mr.Manop	Chiwatanasoonton	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 - Support 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.

1) Mr.Wibool	Phongratanadechachai	Chairman of the Meeting
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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 on. 103, the general meeting must comprise of either at least 25 shareholders and proxies or not less than half on 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 tenure has ended.

Attachment 1

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 A fter 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 repersentative 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 Diretors' 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.

Attachment 1

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, 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, 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 ที่ city@wkgpgroup.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.

Attachment 1

2) Miss Suppttra Phongratanadechachai Director / Exective 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 impacte to the global economy as well as economic condition in th country which may result in a stagnant economic growth in the future. Therefore, it is apprpriate to determine the director remuneration for the year 2011/2012 to be equal to last 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 Exective 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 appint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2011/2012, whose name were as follows ;

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



Attachment 1

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 will 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
3. Telephone 038 - 782064 - 7

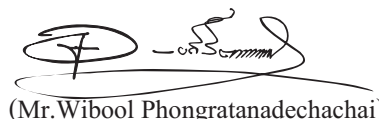
The period had started on September 13, 2011 and ended on September 24, 2011. None of shareholders proposed additional agenda to be considered in this meeting via the proposed channels. If the shareholders had any questions or comment, please ask and express opinions.

- 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


(Mr. Wibool Phongratanadechachai)

Chairman of the Meeting

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 : 37 Years
Family relations between executive : Mr. Wibool Phongratanadechachai's son (Chairman of the Board of Directors)
Number of shares held in the company : 7,500,000 Shares accounted for 2.50%
Education / Training : Master of Business Administration - Shenandoah University, USA
Bachelor of Business Administration - Assumption University
Director Accreditation Program (DAP) 26/2004
Thai Institute of Director Association (IOD)
Working Experience : 2002 - Present Executive Director / Managing Director
City Steel Public Company Limited
Term : 3 Terms
Meeting Attendance for year 2011/2012: 4/4
Nominated position : Director
The tenure Director / executive in a listed company : - None -
The tenure Director / executive in a non-listed companies : - None -
This nominated person dose not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

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

Name : Mr.Charoenpong Ongwongsakul
Position : Director / Deputy Managing Director
Birth of Date : May 28, 1978
Age : 34 Years
Family relations between executive : Brother of Mr.Komgrich Phongratanadechachai (Chairman Of the Executive Director)'s spouse
Number of shares held in the company : 900,000 Shares accounted for 0.30%
Education / Training : B.Eng : Electrical Engineering King Monkut's University of Technology Thonburi
Director Accreditation Program (DAP) 61/2007
Thai Institute of Director Association (IOD)
Working Experience : 2005 - Present Executive Director / Deputy Managing Director
City Steel Public Company Limited
Term : 3 Terms
Meeting Attendance for year 2011/2012: 4/4
Nominated position : Diretor
The tenure Director / executive in a listed company : - None -
The tenure Director / executive in a non-listed companies : - None -
This nominated person dose not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

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

Name : Mr.Pattarathon Thatsanasuwan

Position : Independent Director / Audit Committee

Birth of Date : December 7, 1974

Age : 37 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
 : 2010 - Present Consultant and Partner Beyond 99 Insurance Broker Co.,Ltd.
 : 2010 - Present Consultant Thai Fitting Home Group
 : 2009 - Present Lawyer and Partner PTM and Associate Limited Partnership Law Office

Term : 2 Terms

Meeting Attendance for year 2011/2012: 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 dose not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Definition of Independent Directors / Audit Committee

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

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

Criteria and Procedures of Director Nomination

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

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

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

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

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

Criteria and Procedures in Proposing of Director Remuneration

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

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

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

According to the Securities and Exchange Commission's announcement regarding criteria, condition, and disclosure of financial positions and operating results of securities issuer, it is required that the securities issuer, which is the listed company must rotate the auditor who reviews, audits, and expresses opinion on the company's financial statements every 5 accounting periods. Mr.Pojana Asawasontichai already has performed his duty as the independent auditor of the Company for 5 accounting periods, in which he has signed on the Company's financial statements since the year 2007/2008 to 2011/2012.

Therefore, 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 2012/2013. List of the appointed auditors are as follows.

- | | |
|------------------------------|--------------------------------------|
| • Mr.Pichai Dachanapirom | Certified Public Accountant No. 2421 |
| • Ms.Chantra Wongsriudomporn | Certified Public Accountant No. 4996 |
| • Ms.Wannisa Ngambuathong | Certified Public Accountant No. 6838 |
| • Mr.Thanawut Piboonsawat | Certified Public Accountant No. 6699 |

Also, the Audit Committee has proposed the auditor remuneration for the year 2012/2013 of THB 1,185,000 which slightly increases from last year. The increase in auditing fees is consistent with the expansion of the Group's businesses and the adoption of new Accounting and Financial Reporting Standards. which will make financial statements preparing process to be more complicated as well as require more resources in auditing process.

Articles of Association of City Steel Public Company Limited concerning

Section 5

The Shareholder' 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 day before meeting date and advertise in newspaper not less than 3 days before meeting date and advertise for 3 days consecutively. Shareholders' meeting could be held at the region where head office located or others nationwide.
33. In shareholders' meeting, shareholders may empower other to join and vote instead. The proxy shall specifies date and signature of shareholder and shall be followed by from that determined by the registrar.
- This proxy shall be submitted to the Chairman of the Board of Directors or others who determined by the Chairman of the Board of Directors at meeting place before joining the meeting.
34. In shareholder' 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 shareholder's 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 perfrom 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 part of the company to others.
 - (b) Purchase or receive other company or private company.
 - (c) Make, correct, or terminate agreement related to rent of all or significant part of the company, as well as assign other to manage company's business or merge with other juristic person in order 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 Appoinment, Registration, and Required Documents
In order to Attend and Vote in the 2012 Annual General Meeting of the Shareholders
City Steel Public Company Limited
November 30, 2012

1. Appointment of Proxy

The Company has attached a copy of the proxy from 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 from 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	: Director / Chief Executive Officer
Age	: 40
Education / Training	: Master of Business Administration - Strayer University, USA Bachelor of Business Administration - Assumption University
Working Experience	: 2002 - Present Eecutive Director / Chief Executive Officer City Steel Public Company Limited
Address	: 88/8 Moo 4, Bypass Road, Nongmaidaeng, 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	: 41
Education / Training	: MA: Animation & Interactive Multimedia, Visaual Communication RMIT University, Australia Grad. DIP : Animation & Interactive Multimedia, Visaual Communication RMIT University, Australia
Working Experience	: 2006 - Present Independent Director / Audit Committe City Steel Public Company Limited : 2010 - Present Executive Director Hastin Kindergarten : 2010 - Present Managing Director Ideoseed Co.,Ltd. : 2009 - Present ICT Division Manager Phraram 3 Honda Cars Co., Ltd.
Address	: 102/6 Soi.Nonthaburi 40,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 document, and submit to the Company address via postal mail.

2. Registration for Attending the Meeting

The Company will examine as to the accuracy and completion of the proxy from and open the registration counter for meeting attendance from 14.00 pm at Tappraya, Room, 2nd Floor, Chon Inter Hotel, 934, Sukhumvit Road, Bangplaso, Muang, Chonburi 20000, as per the attached map.

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

» In the event that the shareholder is a person :

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

⇒ Attendance by proxy :

- 1) A proxy from, 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 :

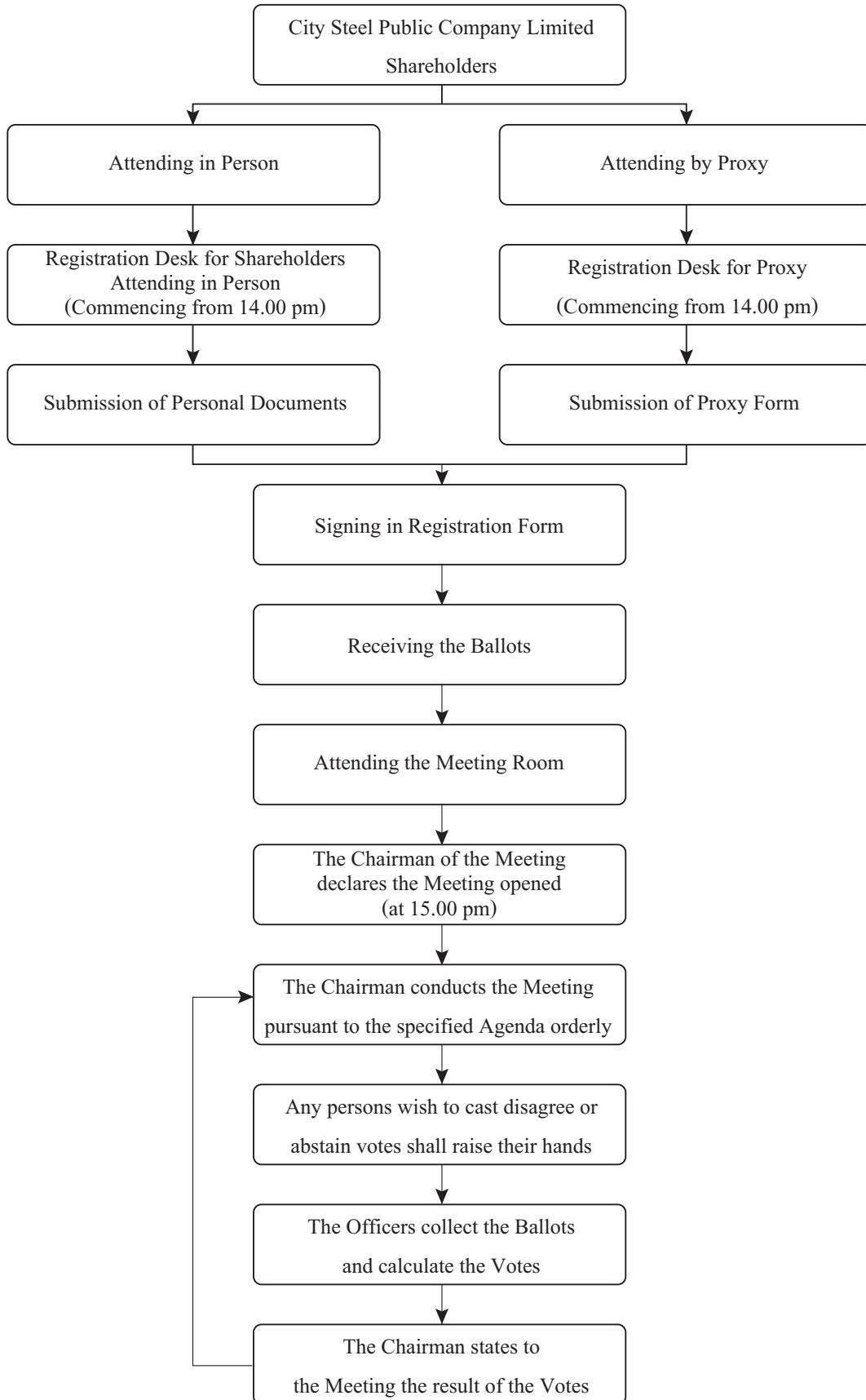
⇒ Attendance in person by an authorized representative of the shareholder :

- 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 2012 Annual General Meeting of the Shareholders
City Steel Public Company Limited
November 30, 2012**



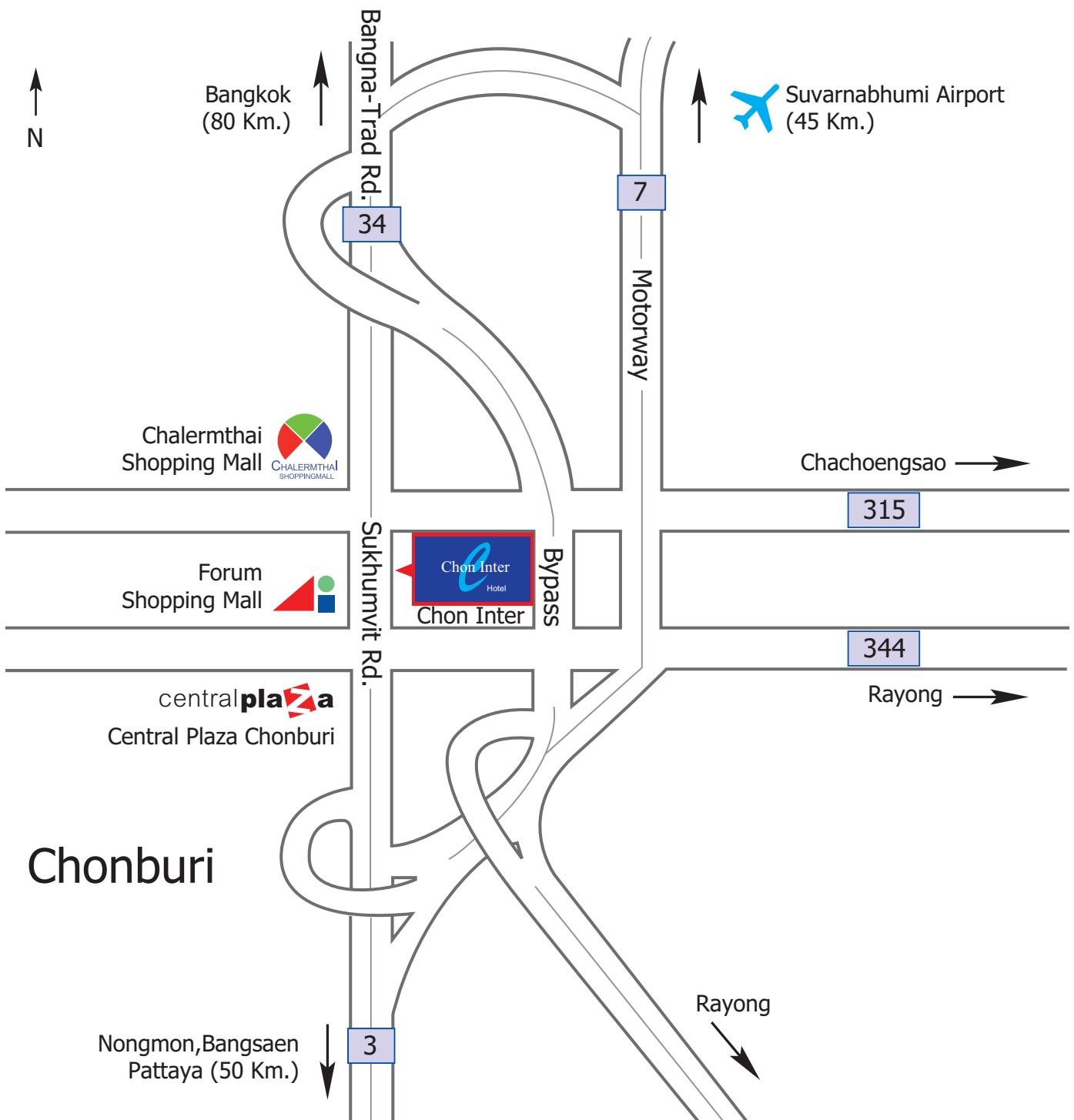


Chon Inter Hotel

934 Sukhumvit Road Bangplasoi Muang Chonburi 20000

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

Suvarnabhumi Airport 45 Km. → Chonburi



Proxy (Form A)
(General Form)

Made at

Date Month Year

(1) I/We Nationality
residing at Road Tambon/Kwaeng
Amphur/Khet Province Postal code

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

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

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

(1) Age Years,
residing at Road Tambon/Kwaeng
Amphoe/Khet Province Postal Code ; **or**

(2) Age Years,
residing at Road Tambon/Kwaeng
Amphoe/Khet Province Postal Code ; **or**

(3) Age Years,
residing at Road Tambon/Kwaeng
Amphoe/Khet Province Postal Code

as my/our Proxy to attend and vote on my/our behalf at the 2012 Annual General Meeting of the shareholders to be held on Friday, November 30, 2012 at 15.00 pm at Tappraya Room, 2nd Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000 or on such other date and at such other place as may be adjourned or changed.

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

Signature The Grantor
(.....)

Signature The Proxy
(.....)

Signature The Proxy
(.....)

Signature The Proxy
(.....)

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

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

Made at

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

(1) I/We Nationality

residing at Road Tambon/Kwaeng

Amphur/Khet Province Postal code

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

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

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

(1) Age Years,

residing at Road Tambon/Kwaeng

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

(2) Age Years,

residing at Road Tambon/Kwaeng

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

(3) Age Years,

residing at Road Tambon/Kwaeng

Amphoe/Khet Province Postal Code

as my/our Proxy to attend and vote on my/our behalf at the 2012 Annual General Meeting of the shareholders to be held on Friday, November 30, 2012 at 15.00 pm at Tappraya Room, 2nd Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplaso, Muang, Chonburi 20000 or on such other dates and at such other places as may be adjourned or changed.

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

Agenda 1 Certify the minutes of the 2010 Annual General Meeting of Shareholders held on November 30, 2011.

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

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

Agree

Disagree

Abstain

Agenda 2 Certify and be informed of the result of the company's operation for the year 2011/2012.

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

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

Agree

Disagree

Abstain

Agenda 3 Certify and approve the audited Company's separated and consolidated financial statements for the accounting period ended July 31, 2012.

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

Agenda 4 Consider and approve the profits allocation and dividend payments for the accounting period 2011/2012.

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

Agenda 5 Appoint the directors to replace those whose tenure has ended.

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

- Agree the appointment of certain directors as follows:

Mr. Satit Phongratanadechachai

Agree Disagree Abstain

Mr. Charoenpong Ongwongsakul

Agree Disagree Abstain

Mr. Pattarathon Thatsanasuwan

Agree Disagree Abstain

Agenda 6 Consider and approve the director remuneration for the accounting period 2012/2013.

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

Agenda 7 Appoint an auditor and determine the auditing remuneration for the year 2012/2013.

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

Agenda 8 Consider other issues (if any)

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

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

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

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

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

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

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

Note:

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

Annex to the Proxy (Form B.)

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

At the 2012 Annual General meeting of the shareholders to be held on Friday, 30 November 2012 at 15.00 at Tappraya Room, 2nd Floor, Chon Inter Hotel Chonburi, 934, Sukhumvit Road, Bangplasoi, Muang, Chonburi 20000 or on such other dates and at such other places as may be adjourned or changed.

Agenda **Subject :**

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

Agenda **Subject :**

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

Agenda **Subject :**

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

Agenda **Subject :**

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

Agenda **Subject :**

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

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

Name of Director

- Agree the appointment of all directors
 - Agree Disagree Abstain

Name of Director

- Agree the appointment of all directors
 - Agree Disagree Abstain

Name of Director

- Agree the appointment of all directors
 - Agree Disagree Abstain

Name of Director

- Agree the appointment of all directors
 - Agree Disagree Abstain