

October 22, 2014

Subject Invitation to the 2014 Annual General Meeting of Shareholders

To Shareholders of City Steel Public Company Limited

- Enclosures
- 1) Copy of the Minutes of the 2013 Annual General Meeting of Shareholders held on November 29, 2013
 - 2) Details document for Agenda No. 4 regarding the appointment of directors
 - 3) Definition of Company's Independent Director
 - 4) Criteria and Procedures of Director Nomination
 - 5) Criteria and Procedures in Proposing of Director Remuneration
 - 6) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration
 - 7) The Company's Articles of Association concerning the Shareholders' Meeting
 - 8) Proxy Form
 - 9) Guidelines for Proxy Appointment, Registration, and Documents required for attending the meeting
 - 10) Step for attending the 2014 Annual General Meeting of Shareholders
 - 11) Map of the Shareholders' Meeting Location
 - 12) 2014 Annual Report

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2014 Annual General Meeting of Shareholders on Friday, November 28, 2014, 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 2013 Annual General Meeting of Shareholders held on November 29, 2013.

Objective and Reason : The 2013 Annual General Meeting of Shareholders was held on November 29, 2013, and the 13-page copy of the Minutes is provided in attachment.

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Board of Directors' opinion : The shareholders should certify the minutes of the 2013 Annual General Meeting of Shareholders.

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

Objective and Reason : The Company's operating results for the year ended July 31, 2014, which shown in the 2014 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 2013/2014.

Board of Directors' opinion : The shareholders should acknowledge the result of the Company's operation for the accounting period 2013/2014.

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

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, 2014 as shown in the 2014 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, 2014.

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

Objective and Reason : The Board of Directors has proposed the dividend payments for the accounting period 2013/2014 at the rate of THB 0.16 per share for 300,000,000 shares totaling to THB 48,000,000. The dividends are paid according to the Company's dividend policy of approximately

40% of the net profit after tax and legal reserves. The dividends will be paid to shareholders within December 26, 2014. The shareholders register book for the right to receive the annual dividend shall be recorded on December 11, 2014. In addition, December 12, 2014 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 148,579,396 for the year 2013/2014.

| Details | | 2013/2014 | 2012/2013 |
|---|-------------------|-----------|-----------|
| Net Profit after tax and legal reserves | (Thousand Baht) | 148,579 | 125,236 |
| Number of shares | (Thousand Shares) | 300,000 | 300,000 |
| Dividend per shares | (Baht) | 0.16 | 0.16 |
| Total Dividend Payment | (Thousand Baht) | 48,000 | 48,000 |
| Dividend Payout Ratio | (Approximated %) | 32 | 40 |

The dividends paid for the year 2012/2013 was corresponded with the Company's dividend policy, whereas for the year 2013/2014 was lower than the Company's dividend policy since the Company has plan to utilize these earnings for future investment.

Shareholders who entitle to receive the dividends will get tax credit from the Company's corporate income tax rate of 20%.

Board of Directors' opinion : The shareholders should approve the allocation of net profits and dividend payments for the accounting period 2013/2014 as proposed by the Board of Directors.

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

Objective and Reason : According to the Company's Articles of Association, it is required that every Annual General Meeting of Shareholders, one-third of the

Company's directors must be retired. This year, there are 3 directors who have to retired as follows;

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

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

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

Board of Directors' opinion : The 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 2014/2015.

Objective and Reason : Although, last year the Company's operating results was improve, the political uncertainty was still remain and the political revolution is still in process. This political issue is an important factor that will significantly affect domestic economy in the future. Due to this uncertainty, it is appropriate to determine the director remuneration for the year 2014/2015 to be equal to last year remuneration, which are as follows;

| Meeting Remuneration | 2014/2015 | 2013/2014 |
|--|------------|------------|
| For Chairman of the Board of Directors | THB 18,500 | THB 18,500 |
| For Chairman of the Audit Committee | THB 18,500 | THB 18,500 |
| For Audit Committee | THB 14,500 | THB 14,500 |

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

Board of Directors' opinion : The shareholders should approve the director remuneration for the accounting period 2014/2015 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 2011/2012.

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 2014/2015, whose names as follows;

1) Ms. Wannisa Ngambuathong CPA No.6838

(Signed in the Company's financial statement for 2 years from 2012/2013 to 2013/2014)

2) Mr. Thanawut Piboonsawat CPA No.6699

(Has never signed in the Company's financial statements)

3) Mr. Pichai Dachanapirom CPA No.2421

(Has never signed in the Company's financial statements)

4) Ms. Sulalit Ardsawang CPA No.7517

(Has never signed in the Company's financial statements)

Dharmniti Auditing Company Limited has no relationship or conflict of interest with the Company and its subsidiaries. Therefore, they can independently perform their auditing tasks and express their opinion on the Company's financial statements. The proposed auditing fee

will be THB 1,270,000, which increased from the year 2013/2014. The increase in the auditor remuneration is due to the additional subsidiary and an increase in accounting transactions as well as regulations of The Securities and Exchange Commission (SEC) and changes in Accounting Standard that requires more audits.

| | 2014/2015 | 2013/2014 |
|-----------------------------------|-------------|-------------|
| Auditing fee | THB 390,000 | THB 340,000 |
| Auditing fee for subsidiaries | THB 835,000 | THB 805,000 |
| Other charges (BOI Special Audit) | THB 45,000 | THB 40,000 |

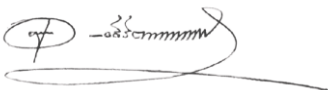
Note 1) Opinion of the Audit Committee on the Proposal of the Appointment of the Auditor and the Auditor Remuneration could be found in Attachment 6.

Agenda 8 Consider other issues (if any)

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