

Minute of the 2014 Annual General Meeting of Shareholders of

City Steel Public Company Limited

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

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

Director and Management presented at the meeting

- 1) Mr. Wibool Phongratanadechachai Chairman of the Board of Director
- 2) Mr. Komgrich Phongratanadechachai Director/Chief Executive Officer
- 3) Mr. Satit Phongratanadechachai Director/Managing Director
- 4) Miss Suputtra Phongratanadechachai Director/Chief Financial Officer
- 5) Mr. Charoenpong Ongwongsakul Director/Deputy Managing Director
- 6) Mr. Manop Chivatanasontorn Independent Director/Chairman of the Audit Committee
- 7) Mr. Anutara Tantraporn Independent Director/Audit Committee
- 8) Mr. Pattarathon Thatsanasuwan Independent Director/Audit Committee
- 9) Miss Boontip Phetryu General Manager – Support Function/
Accounting and Finance Manager

Auditor's Representative at the meeting

- 1) Mr. Kamol Voravatch Officer of Dharmniti Auditing Co., Ltd.
- 2) Miss Chonticha Insawang Officer of Dharmniti Auditing Co., Ltd.

The Meeting Commenced at 15.20 PM.

Mr. Wibool Phongratanadechachai Chairman of the Meeting

Matters to be informed

1. There were 51 shareholders and proxies attending the 2014 Annual General Meeting of Shareholders on November 28, 2014. The total numbers of shares held by the attended shareholders are 226,962,186 shares equivalent to 75.65 percent of the Company's total outstanding shares. According to the Law no. 103, the general meeting must comprise of either at

least 25 shareholders and proxies or not less than half of the total shareholders, which total shares not less than one third of the Company's total outstanding shares in order to complete the quorum.

2. The voting method for shareholders who attend the meeting in person, the shareholders have votes equal to the amount of shares hold by the shareholders. Once casting the votes, the votes will be equal to the total shares hold by those particular shareholders and must not be split. For the proxy granter, the votes will be equal to the amount of shares granted to the proxy.
3. The meeting shall proceed according to the predetermined agenda. Shareholders who have conflict of interest in each agenda shall cast abstain votes except for Agenda 5: Appoint the directors to replace those whose tenure has ended.
4. The Shareholders can express their comments or raise questions during the opinion and discussion session after the moderator finish the informative session.
5. In considering each meeting agenda, the shareholders shall cast agree, disagree, or abstain votes. The shareholders who cast disagree or abstain votes shall raise their hands for the officers to collect their ballots. For those who do not raise their hands shall cast agree vote. The moderator shall inform amount and percentage of votes after the counting has been completed. In case, there is no disagree and abstain votes, the agenda shall be deemed unanimously resolves.
6. In casting votes, the shareholders shall use pen to write down their votes in the ballots together with the shareholders' signatures for accuracy and correctness as well as for preventing someone else from manipulating or changing the ballots.
7. Collecting of the Ballots
 - 7.1 All Shareholders must be casting vote and submitting the ballots themselves.
 - 7.2 After the Chairman informed to cast vote in each agenda, the officers will collect all ballots.
8. The company has invited the Company's auditor, Dharmniti Auditing Company Limited to be an independent representative of shareholders to count the votes and monitor the counting process for transparency.

The meeting acknowledged and proceeded with the following agendas

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

The moderator informed that the 2013 Annual General Meeting of Shareholders was held on November 29, 2013, and an 11-page copy of the minutes of meeting had been provided as an attachment and sent to all shareholders.

Board of Directors' opinion: The shareholders should certify the minutes of the 2013 Annual General Meeting of Shareholders. If the shareholders had any questions or comments, please asked and expressed opinions.

Shareholders' Opinion

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

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

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

There was no disagree vote and no abstain vote.

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

The moderator informed that the Company's operating results for the year ended July 31, 2014 shown in the 2014 Annual Report and had been sent to all shareholders, had been certified by the Board of Directors as correct and adequate. The Board of Director would like to acknowledge the shareholders of the result of the Company's operation for the accounting period 2013/2014. If the shareholders had any questions or comments, please asked and expressed opinions.

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

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

The Board of Directors had reviewed the Company's Separate and Consolidated Financial Statements including Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Shareholders' Equity, and Statement of Cash Flows for the accounting period ended July 31, 2014 as shown in the 2014 Annual Report, which had been audited by the Company's auditor, Dharmniti Auditing Company Limited.

Board of Director's opinion: The shareholders should approve the audited Company's financial statements for the accounting period ended July 31, 2014. If the shareholders had any questions or comments, please asked and expressed opinions.

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

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

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

There was no disagree vote and no abstain vote.

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

The moderator informed that, the Board of Directors proposed the dividend payments for the accounting period 2013/2014 at the rate of THB 0.16 per share for 300,000,000 shares totaling to THB 48,000,000. The dividends are paid according to the Company's dividend policy of approximately 40% of the net profit after tax and legal reserves, the annual dividend payments will be paid at approximately 40%, which was calculated from the consolidated net profits of THB 148,579,396. The Board of Directors had set the date for dividend payment as follows;

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

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

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

Shareholders' Opinion

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

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

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

There was no disagree vote

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

Agenda 5 To appoint the directors to replace those whose tenure has ended

The moderator informed that, according to the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of the company directors must be retired. In this year, there were 3 directors that would be retired as follows;

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

Board of Directors' opinion: the Board of Directors proposed to re-appoint the 3 directors to serve as directors for another term and recommended the shareholders to re-appoint the 3 directors whose tenure had ended as follows;

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

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

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

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

The moderator invited the directors whose tenure had ended to leave the meeting. The moderator also informed that in this meeting, the Company had posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 15, 2014, to nominate the qualified persons to be the Company's directors to act as representatives for the shareholders by the following methods;

1. Postal mail to 88/3 Moo 4, Bypass Road, Nongmaidaeng, Muang, Chonburi 20000
2. E-mail to city@wkpgroup.com

3. Telephone to 038-782064-7

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

There was no nomination through the Company's proposed channels.

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

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

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

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

1) Mr. Komgrich Phongratanadechachai Director/Executive Director

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

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

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

2) Mr. Charoenpong Ongwongsakul Director/Executive Director

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

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

3) Mr. Anutara Tantraporn Independent Director/Audit Committee

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

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

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

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

- Meeting Remuneration for Chairman of the Board of Directors will be THB 18,500 per meeting.
- Meeting Remuneration for Chairman of the Audit Committee will be THB 18,500 per meeting.
- Meeting Remuneration for Audit Committee will be THB 14,500 per meeting.

Meeting Remuneration for Executive Directors would not be given since they would be given remuneration in the form of salaries and bonuses. If the shareholders had any questions or comments, please ask and express opinions.

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

Resolution The meeting had resolution to determine the director remuneration for the accounting period 2014/2015 according to the proposal of the Board of Directors with;

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

There was no disagree vote and no abstain vote.

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

The moderator informed that, in accordance with the Public Company Act and the Company's Articles of Association, it is required that in every annual general meeting of shareholders, the shareholders shall appoint the auditors and determine the auditor remuneration. Board of Director had proposed to appoint auditors of Dharmniti Auditing Company Limited to serve as the Independent Auditors of the Company and its subsidiaries for the accounting period 2014/2015, whose names were as follows;

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

3) Mr. Pichai Dachanapirom Certified Public Accountant No. 2421, or

4) Miss Sulalit Ardsawang Certified Public Accountant No. 7517

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

Shareholders' Opinion

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

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

Agenda 8 To consider other issues (if any)

According to the Public Company Act 1992, in case the shareholders proposed additional agenda, the shareholders must have shares of not less than one third of the Company's total outstanding shares that are 100,000,000 shares, and shall attend the meeting to request the meeting to consider other issues. The Company had posted on the Company's website to allow the shareholders whose names appeared in the share registrar on the book closing date, October 15, 2014, to propose additional agenda by the following methods:

1. Postal mail to 88/3 Moo 4, Bypass Road, Nongmadaeng, Muang, Chonburi 20000
2. E-mail to city@wkpgroup.com
3. Telephone to 038-782064-7

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

proposed additional agenda to be considered in this meeting via the proposed channels. If the shareholders had any questions or comments, please ask and express opinions.

– No one proposed additional agenda to be considered –

Shareholders had additional questions and express opinions as follows;

Shareholders' Opinion

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

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

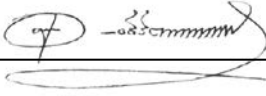
- (1) Recently, the subsidiary, Mark Worldwide Co., Ltd. has excess production capacity of 50% and the other subsidiary, City Steel Products Co., Ltd. still has remaining production capacity around 20%. The Company believes that these remaining capacities are sufficient to accommodate the production if there are large quantities of orders.
 - (2) The Company indirectly invested in CT Universal Co., Ltd. via Siam ISO Pro Co., Ltd. the subsidiary that is owned by the Company at the proportion of 99.99% and Siam ISO Pro Co., Ltd. hold 100% of share in CT Universal Co., Ltd. CT Universal Co., Ltd. is registered in Hong Kong SAR with the objectives to merchandising industrial and consumer products as well as investing in new businesses. Although CT Universal Co., Ltd. had been established, the Company had not yet transferred funds to invest in the subsidiary. The Company is now assessing the overall global economic conditions and exchange rate situation.
 - (3) Since major portion of the Company's revenues derives from domestic sales that is roughly 95% and the remaining 5% derives from exports, the Company has set up goals according to the country GDP. The growth in the Company's revenues will directly rely on the expansion of the GDP.
 - (4) For the presentation of the voting results on the projector screen, the Company will present it as recommended in the next year Annual General Meeting of Shareholders.
- Mr. Wacharat Nantasane, shareholders had inquired about the Corporate Governance Report (CGR)'s scores that the Company had got 3 stars, whether the Company will improve to get higher scores.
- Mr. Komgrich Phongratanadechachai, Director/Chief Executive Officer had described that due to the Company's accounting and reporting period is not coincide with normal accounting period, The Thai Institute of Directors Association (IOD) had used the new criteria to assess the Company's previous Corporate Governance Report. The previous report did not contain all information required by the new criteria as a result the Company's had got 3 stars for the CGR scores. However, the Company's believes that the

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

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

The meeting was adjourned at 17:00 PM.

Mr. Wibool Phongratanadechchai (Chairman of the Meeting)

Certified by 

(Mr. Wibool Phongratanadechchai)