

October 25, 2020

- Subject Invitation to the 2020 Annual General Meeting of Shareholders.
- To Shareholders of City Steel Public Company Limited.
- Enclosures
- 1) Copy of the Minutes of the 2018 Annual General Meeting of Shareholders held on November 29, 2019.
 - 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 2020 Annual General Meeting of Shareholders.
 - 11) Map of the Shareholders' Meeting Location.
 - 12) The 2020 Annual Report.

The Board of Directors of City Steel Public Company Limited has a resolution to hold the 2020 Annual General Meeting of Shareholders on Friday, November 27, 2020, at 15:00 at J Plaza Room, J. Park Hotel Chonburi, 99/8, 99/9 Moo 9, Napa, Muang, Chonburi 20000. The meeting agenda are as follows;

Agenda 1 Certify the minutes of the 2019 Annual General Meeting of Shareholders held on November 29, 2019.

Objective and Reason : The 2019 Annual General Meeting of Shareholders was held on November 29, 2019, and the 8-page copy of the minutes is provided in attachment.

Board of Directors' opinion : The shareholders should certify the minutes of the 2019 Annual General Meeting of Shareholders.

Agenda 2 Be informed of the result of the company's operation for the year 2019/2020.

Objective and Reason : The Company's operating results for the year ended July 31, 2020, which shown in the 2019 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 2019/2020.

Board of Directors' opinion : The shareholders should acknowledge the result of the Company's operation for the accounting period 2019/2020.

Agenda 3 Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2020.

Page 1 of 4

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, 2020 as shown in the 2020 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, 2020.

Agenda 4 Consider and approve of no allocation of net profits and omission of the dividend payment for the accounting period 2019/2020.

Objective and Reason : The Board of Directors has proposed to not allocate profits and omit the dividend payment for the accounting period 2019/2020 since the Group has incurred an operating loss. The Group has consolidated net loss of THB 4,029,537 or equal to net loss per share of THB 0.01. According to the Company's dividend policy of paying no more than 40% of the net profits after tax and legal reserves, since the Company has net loss, the Company has proposed to omit the dividend payment for the year 2019/2020. As there will be no dividend payment, the net profits will not be allocated. Therefore, the Company has proposed to the shareholders to consider and certify the omission of the dividend payment and no allocation of the net profits.

Details		2019/2020	2018/2019
Net Profit after tax and legal reserves	(Thousand Baht)	(4,029)	9,895
Number of shares	(Thousand Shares)	300,000	300,000
Dividend per shares	(Baht)	-	-
Total Dividend Payment	(Thousand Baht)	-	-
Dividend Payout Ratio	(%)	-	-

Board of Directors' opinion : The shareholders should approve of the no allocation of net profits and the omission of dividend payment for the accounting period 2019/2020 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 2 directors who have to retired as follows;

- 1) Miss Kingkan Pipitpreechakul Director / Executive Director
- 2) Mr. Anutara Tantraporn Independent Director / Chairman of the Audit Committee

In appointing the directors, the Company had allowed the shareholders to nominate the qualified persons to be the Company's directors, though there was no nomination for the

Company's directors. The Board of Directors has proposed to reappoint the two directors since they possess qualifications that suitable for the Company's business operation, whose names were as follows;

- | | |
|---------------------------------|--|
| 1) Miss Kingkan Pipitpreechakul | Director / Executive Director |
| 2) Mr. Anutara Tantraporn | Independent Director / Chairman of the Audit Committee |

Mr. Anutara Tantraporn who is nominated as Independent Director, can provide independent judgement and has qualifications according to criteria of relevant rules and regulations.

Board of Directors' opinion : The shareholders should approve to reappoint the two 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 2020/2021.

Objective and Reason : According to a decrease in the Group's operating results, together with the sluggish economic condition, it is appropriate to determine the director remuneration for the year 2020/2021 to be equal to last year remuneration. The monetary remuneration consists of only the meeting allowance and there is no other benefits.

Remuneration	2020/2021	2019/2020
Meeting Remuneration		
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
Other benefits	-	-

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 2020/2021 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 2019/2020.

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 2020/2021, whose names as follows;

- 1) Miss Potjanarat Siripipat CPA No. 9012 or
(Signed in the Company's financial statement for 1 years in 2019/2020)
- 2) Mr. Thanawut Piboonsawat CPA No. 6699 or
(Has never signed in the Company's financial statements)
- 3) Miss Roongnapha Saengchan CPA No. 10142 or
(Has never signed in the Company's financial statements)
- 4) Miss Techinee Pornpenpob CPA No. 10769 or
(Has never signed in the Company's financial statements)

Dharmniti Auditing Company Limited has no relationship or conflict of interest with the Company, subsidiaries, executives, major shareholders, and other related parties. Therefore, they can independently perform their auditing tasks and express their opinion on the Company's and the subsidiaries' financial statements. The proposed auditing fee for the year 2020/2021 will be THB 1,292,000, which equal to the fee for the year 2019/2020.

	2020/2021	2019/2020
Auditing fee for the Company	THB 423,000	THB 423,000
Auditing fee for subsidiaries	THB 869,000	THB 869,000

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,

Mrs. Boontip Changnil
Chairman of the Board of Directors

Page 4 of 4

Minute of the 2019 Annual General Meeting of Shareholders of
City Steel Public Company Limited
Held on Friday, November 29, 2019, at 15:00 PM.

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

Directors and Executives presented at the meeting

In the 2019 Annual General Meeting of Shareholders held on Friday, November 29, 2019, the Company had 6 directors. There were 4 directors attended the meeting, equaled to 66.67% of all directors. The directors and executives attended the meeting were as follows;

1) Mrs. Boontip	Changnil	Director / Managing Director
2) Miss Chatsuman	Thanomjit	Director / Deputy Managing Director
3) Mr. Anutara	Tantraporn	Independent Director / Chairman of the Audit Committee
4) Mr. Harirak	Chamarakula	Independent Director / Audit Committee
5) Miss Kingkan	Pipitpreechakul	Accounting and Financial Manager

The Company has no other subcommittee.

Auditor's Representative at the meeting

1) Mr. Pojana	Asawasontichai	Auditor of Dharmniti Auditing Co., Ltd.
---------------	----------------	---

The Meeting Commenced at 15:00 PM.

Mr. Anutara	Tantraporn	Chairman of the Audit Committee acted as Chairman of the Meeting.
-------------	------------	---

Matters to be informed

1. There were 35 shareholders and proxies attending the 2019 Annual General Meeting of Shareholders on November 29, 2019 with total shares of 220,727,186 shares equivalent to 73.58 percent of the Company's total outstanding shares. The attended shareholders consisted of the shareholders who attended the meeting in person of 9 shareholders comprised of 37,650,541 shares and the shareholders who attended by proxies of 26 shareholders comprised of 183,076,645 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 number 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 equal to the number of shares granted to the proxy. For the proxy granting using Proxy Form B, the submitted votes will be combined with the votes that casting in this meeting in each agenda.

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 had 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 2018 Annual General Meeting of Shareholders held on November 30, 2018.

The moderator informed that the 2018 Annual General Meeting of Shareholders was held on November 30, 2018, 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 2018 Annual General Meeting of Shareholders. If the shareholders had any questions or comments, please asked and expressed opinions.

Resolution The meeting had resolution to certify the minutes of the 2018 Annual General Meeting of Shareholders with;

Agreed votes of 35 shareholders accounted for 220,727,186 votes, equivalent to 100%.

There was no disagree vote, no abstain vote, and no spoiled ballot.

Agenda 2 Be informed of the Company's operating results for the year 2018/2019

The moderator informed that the Company's operating results and Management Discussion and Analysis (MD&A) for the year ended July 31, 2019 were presented in the 2019 Annual Report. For operating results, during the year 2018/2019, the Group's total revenues were THB 394.03 million decreased from THB 395.81 million in 2017/2018 by THB 1.78 million or 0.45%. The decrease in total revenues was due to a decrease in orders from customers especially in the second half of the fiscal year as a result of the trade war between China and the USA and the political delay after the election. These factors attributed to a contraction in private investment and a decline in customer orders. But due to a substantially increase of the total revenues in the first half of the fiscal year, the Group's revenues were comparable to the previous year. However, the extremely appreciation of Thai Baht and an

increase in employee benefits according to the new Labor Protection Act, caused the Group to incur large amounts of foreign exchange loss and higher labor costs and employee related expenses. The expiration of BOI's corporate income tax exemption privilege also contributed to an increase in income tax expenses. As a result, the Group's net profits for the year 2018/2019 significantly decreased by THB 20.22 million or 67.13% from THB 30.12 million in 2017/2018 to THB 9.90 million in 2018/2019.

For financial positions as at July 31, 2019, the Group's total assets dropped by 0.87% from a depreciation expenses in Property, Plant, and Equipment items. Total liabilities increased by THB 3.31 million or 12.19% as employee benefit obligation and income tax payable increased. Total equities decreased by 1.13% due to a further decrease in currency translation differences caused by the greater appreciation of Thai Baht from the year 2017/2018. The detailed report of the Management Discussion and Analysis (MD&A) could be found in the 2019 Annual Report that had been sent to all shareholders. The report had been certified by the Board of Directors as correct and adequate. The Board of Directors would like to acknowledge the shareholders of the result of the Company's operation for the accounting period 2018/2019.

The moderator further informed about the Group's operation according to the Anti-Corruption Policy. The Company had been a member of "Partnership Against Corruption for Thailand" (PACT) arranged by Thaipat Institute. And during the past year, the Company had constantly and strictly followed the determined Anti-Corruption Policy and had declared intention, imposed penalties, as well as communicated the Anti-Corruption Policy to all of the staffs and relevant persons. For the Collective Action Coalition Against Corruption (CAC) Program of The Thai Institutes of Directors (IOD), the Company had already joined the program and currently was in the process of preparing related documents and self-assessment report.

Since this agenda was an informative agenda, there was no voting for this agenda. If the shareholders had any questions or comments, please asked and expressed opinions.

Shareholders' Opinion

- Mr. Nara Sripetch, shareholder, had asked, according to the financial statement, what were the reasons for the constantly decline in the Group's profits. And from the notes to financial statement, there was a loss in foreign exchange rate, how much were the export amounts that caused so much foreign exchange loss and would this loss still exist in the next year. And for the current year and next year operation, the executive management had any strategies to increase profits and improve operating results.
- Mrs. Boontip Changnil, Director / Managing Director had explained that the decrease in profits was due to an increase in cost of goods sold that derived from the increases in labor costs, and a surge in corporate income taxes as the tax exemption privilege of the subsidiary had already expired. The increase in cost of goods sold was attributed by an increase in production cost. Customers demanded more diverse products but ordered less quantity, causing the production processes to become more complicated. Also, the customers required shorter delivery times, causing the Company to incur overtime expenses to be able to deliver the products on time. For the next year situation, there is a chance that the operating results will further decline depending on the economic

condition, unless there are other factors that can help stimulating the economy. The Company will adjust business strategies according the situations.

- Mr. Anutara Tantraporn, Independent Director / Chairman of the Audit Committee had further explained that for the foreign exchange loss, the Company could not predict the trend of the exchange rate. If Thai Baht keeps appreciating, the Company will incur similar or greater foreign exchange loss compared to this year. On the other hand, if Thai Baht depreciates, the Company will probably gain more profits.

The meeting acknowledged the result of company's operation for the year 2018/2019.

Agenda 3 Certify and approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2019.

The Board of Directors had 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, 2019 as shown in the 2019 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, 2019. If the shareholders had any questions or comments, please asked and expressed opinions.

Shareholders' Opinion

- Mr. Nara Sripetch, shareholder, had inquired about depreciation expenses. According to the notes to financial statement, the Company had deducted depreciation expenses for property, plant, and equipment around THB 50 million. Would the depreciation expenses be the same amount every year and what would be the expected useful life of machinery? Also, how much was the utilized production capacity and did the Company still operate on Saturday?
- Mrs. Boontip Changnil, Director / Managing Director had explained that the depreciation expenses would not be the same amount every year, which would depend on the useful life of assets. Normally, machinery would have useful life around 5-10 years. For production capacity, the Company was running around 50-60% of the full capacity, and still operated on Saturday.
- Mr. Pichet Issaro, shareholder as the proxy of Thai Investor Association had asked regarding the agenda 2 that the director had clarified the causes of the reduction in the net profits, but the revenues also constantly declined since the year 2015, what were the causes of the decline in the revenues and did the Company have any strategies to handle the situation to improve the revenues and profits.
- Mrs. Boontip Changnil, Director / Managing Director had described that the continually decline in steel price was one of the reasons for a drop in the revenues. As the Company employed cost-plus pricing strategy, once the costs decreased and the markups could not be increased due to intense competition, the revenues and profits would decline correspondingly. If there was no growth in the economy and no additional investment, it would be very

hard to expand since the capital goods would be able to sell only when there was a new investment. For current situation, the Company could only maintain the position and performance. The chance for improvement would be quite limited.

Resolution The meeting had resolution to approve the Company's Separated and Consolidated Financial Statements for the accounting period ended July 31, 2019 with;

Agreed votes of 35 shareholders accounted for 220,727,186 votes, equivalent to 100%.

There was no disagree vote, no abstain vote, and no spoiled ballot.

Agenda 4 Consider and approve of no allocation of net profits and omission of the dividend payment for the accounting period 2018/2019

The moderator informed that the Board of Directors proposed to not allocate profits and omit the dividend payment for the accounting period 2018/2019 since the Group's net profits had decreased significantly. The Group's consolidated net profits were THB 9,895,665 or equaled to THB 0.03 per share. If the dividend was allocated in accordance with the Company's dividend policy of not more than 40% of the net profits after tax and legal reserves, the dividend per share would be only THB 0.01 per share, which was a relatively small amount and might not worth the processing cost for dividend payment. Additionally, the Group's net profits had decreased constantly, the economy had been slowed down, and investments from manufacturing and industrial sectors tended to decline. So, the Company should keep the cash reserves to maintain liquidity and financial status in order to reduce the impacts of economic recession and prepare for future investment. Therefore, the Company had proposed to the shareholders to consider and certify the omission of the dividend payment and no allocation of the net profits.

Board of Director's opinion: The shareholders should approve the no allocation of net profits and the omission of dividend payment for the accounting period 2018/2019 as proposed by the Board of Directors. If the shareholders had any questions or comments, please ask and express opinions.

Shareholders' Opinion

➤ Mr. Nara Sripetch, shareholder, had suggested other alternatives to rewards the shareholders such as issuing and giving warrants to the shareholders.

● The directors acknowledged and would consider the suggestion.

Resolution The meeting had resolution to approve not to allocate the net profits and omit the dividend payments for the accounting period ended July 31, 2019 as proposed by the Board of Directors with;

Agreed votes of 35 shareholders accounted for 220,727,186 votes, equivalent to 100%.

There was no disagree vote, no abstain vote, and no spoiled ballot.

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 2 directors that would be retired as follows;

- | | | |
|-----------------|-------------|--|
| 1) Mrs. Boontip | Changnil | Director / Managing Director |
| 2) Mr. Harirak | Chamarakula | Independent Director / Audit Committee |

Board of Directors' opinion: The Board of Directors proposed to re-appoint the 2 directors to serve as directors for another term as they possessed qualifications that suitable for the Company's business operation and recommended the shareholders to re-appoint the 2 directors whose tenure had ended as follows;

- | | | |
|-----------------|-------------|--|
| 1) Mrs. Boontip | Changnil | Director / Managing Director |
| 2) Mr. Harirak | Chamarakula | Independent Director / Audit Committee |

Mr. Harirak Chamarakula who was nominated as Independent Director, could provide independent judgement and had qualifications according to criteria of relevant rules and regulations.

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, 2019, 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 038-214530-32

The nomination period had started on September 1, 2019 and ended on September 21, 2019. 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.

Shareholders' Opinion

- Mr. Nara Sripetch, shareholder, had inquired whether the Company had 6 directors and the directors from the Phongratanadechachai group had attended this meeting.
- Mr. Anutara Tantraporn, Independent Director / Chairman of the Audit Committee had clarified that the Company's Board of Director consisted of 6 members. The Phongratanadechachai group used to be the Company's directors. But due to the suggestion from the Stock Exchange of Thailand regarding the succession planning, the Company had brought in the new generation and appointed them to be the Company's directors. Therefore, the Phongratanadechachai group had decided to resign and passed on the director positions to the new directors as suggested by the Stock Exchange of Thailand.

Resolution

The meeting had resolution to re-appoint the 2 directors whose tenure had ended to serve as directors for another term as per following details;

- | | | |
|-----------------|----------|------------------------------|
| 1) Mrs. Boontip | Changnil | Director / Managing Director |
|-----------------|----------|------------------------------|

There were 35 shareholders accounted for 220,727,186 votes had resolved the following resolution;

- Agreed 35 shareholders 220,727,186 Votes Equivalent to 100 %.
- There was no disagree vote, no abstain vote, and no spoiled ballot.

2) Mr. Harirak Chamarakula Independent Director / Audit Committee

There were 35 shareholders accounted for 220,727,186 votes had resolved the following resolution;

- Agreed 35 shareholders 220,727,186 Votes Equivalent to 100 %.
- There was no disagree vote, no abstain vote, and no spoiled ballot.

Agenda 6 Consider and determine the director remuneration for the accounting period 2019/2020

The moderator informed that according to a decrease in the Group's operating results, together with the sluggish economic condition, it was appropriate to determine the director remuneration for the year 2019/2020 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.

No shareholder had further questions or comments, then casting votes.

Resolution The meeting had resolution to determine the director remuneration for the accounting period 2019/2020 according to the proposal of the Board of Directors with;

Agreed votes of 35 shareholders accounted for 220,727,186 votes, equivalent to 100%.

There was no disagree vote, no abstain vote, and no spoiled ballot.

Agenda 7 Consider and appoint the auditors and determine the auditor remuneration for the year 2019/2020

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 Directors 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 2019/2020, whose names were as follows;

- 1) Mr. Pojana Asawasontichai Certified Public Accountant No. 4891, or
- 2) Miss Potjanarat Siripipat Certified Public Accountant No. 9012, or
- 3) Mr. Thanawut Piboonsawat Certified Public Accountant No. 6699, or
- 4) Miss Roongnapha Saengchan Certified Public Accountant No. 10142

Dharmniti Auditing Company Limited had no relationship or conflict of interest with the Company, subsidiaries, executives, major shareholders, and other related parties. Therefore, they could independently perform their auditing tasks and express their opinion on the Company's and the subsidiaries' financial statements. The proposed auditing fee would be THB 1,292,000, which equaled to the fee for the year 2018/2019. If the shareholders had any questions or comments, please ask and express opinions.

No shareholder had further questions or comments, then casting votes.

Resolution The meeting had resolution to appoint the auditors of Dharmniti Auditing Company Limited to be the Company's auditors for the accounting period 2019/2020 and determined the auditing fees to be THB 1,292,000, as proposed by the Board of Directors with;

Agreed votes of 35 shareholders accounted for 220,727,186 votes, equivalent to 100%.

There was no disagree vote, no abstain vote, and no spoiled ballot.

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, 2019, 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 to 038-214530-32

The period to propose additional agenda in the 2019 Annual General Meeting of Shareholders had started on September 1, 2019 and ended on September 21, 2019. 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 shareholder proposed additional agenda to be considered. –

The shareholders had additional questions and opinions as follows;

Shareholders' Opinion

- Mr. Nara Sripetch, shareholder, had asked about the foreign investment that in which country the Company had invested and how much was the invested amount.
- Mrs. Boontip Changnil, Director / Managing Director had answered that the Company had invested in the Republic of Seychelles which is an island in the Indian ocean. The investment amount was USD 5 million.

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

The meeting was adjourned at 16:15 PM.

Mr. Anutara Tantraporn (Chairman of the Meeting)

Certified by -Mr. Anutara Tantraporn-

Details document for Agenda No. 5 regarding the appointment of directors.

Name : Miss Kingkan Pipitpreechakul

Position : Director / Executive Director

Birth of Date : October 3, 1983

Age : 36 Years

Family relations between executive : -None-

Number of shares held in the company : -None-

Education/Training : B.A. : Accounting, Ramkhamhaeng University
: Director Accreditation Program (DAP) 175/2020
: Thai Institute of Director Association (IOD)

Working Experience : 2020 – Present Executive Director, City Steel Public Company Limited.
: 2018 – Present Accounting and Financial Manager,
City Steel Public Company Limited.
: 2015 – 2018 Deputy Accounting and Financial Manager,
City Steel Public Company Limited.
: 2013 – 2015 Assistant Accounting and Financial Manager,
City Steel Public Company Limited.

Term : 1 Terms

Years Serving as Director : 1 Years (3 Years including this appointment)

Meeting Attendance : 3/3 Board of Directors Meeting in the year 2019/2020

Nominated position : Director

The tenure Director/executive in a listed company : -None-

The tenure Director/executive in a non-listed company : -None-

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

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

Name : Mr. Anutara Tantraporn

Position : Independent Director / Chairman of the Audit Committee

Birth of Date : December 26, 1970

Age : 49 Years

Family relations between executive : -None-

Number of shares held in the company : -None-

Education/Training : M.A. : Animation & Interactive Multimedia,
Visual Communication, RMIT University, Australia

: Grad. DIP : Animation & Interactive Multimedia,
Visual Communication, RMIT University, Australia

: Cert. DIP : Computer Aided Art & Design,
School of Arts and Design, RMIT University, Australia

: Director Accreditation Program (DAP) 61/2007
Thai Institute of Director Association (IOD)

Working Experience : 2015 – Present Independent Director / Chairman of the Audit Committee,
City Steel Public Company Limited

: 2006 – 2015 Independent Director / Audit Committee,
City Steel Public Company Limited

: 2010 – Present Executive Director, Hastin School

: 2016 – 2018 IT Consultant, Sonic Interfreight Company Limited

: 2009 – 2016 Vice President – ICT,
Phraram 3 Honda Cars Company Limited

Term : 5 Terms

Years Serving as Director : 13 Years (15 Years including this appointment)

Meeting Attendance : 4/4 Board of Directors Meeting in the year 2019/2020
4/4 Audit Committee Meetings in the year 2019/2020

Nominated position : Independent Director

The tenure Director/executive in a listed company : -None-

The tenure Director/executive in a non-listed company : -None-

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Definition of Independent Directors/Audit Committee

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

1. Independent Directors should be at least one third of all directors but not less than 3 persons.
2. Independent Directors are required to follow these guidelines;
 - 1) Hold not more than 1% of all voting shares in the Company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
 - 2) Must not be an executive director, a former executive director, an employee, a consultant earning monthly salary, or person who has control over the Company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
 - 3) Must not be a person who has either genetic or legal relationships in terms of parents, siblings, spouses, and spouses of the children of the Company's executives, major shareholders, and persons who have control over the Company and subsidiaries.
 - 4) Must not have business relationships with the Company, parent company, subsidiaries, associates, or entities that may have conflicts in a way that preventing him / her to express an independent judgment, as well as not be or used to be a major shareholder.
 - 5) Must not be or used to be an auditor of the Company, parent company, subsidiaries, associates, entities that may have conflict of interest, or major shareholder.
 - 6) Must not render or used to render professional service including financial advisory that receive annual service fees of more than THB 2 Million from the Company, parent company, subsidiaries, associates, or entities that may have conflict of interest.
 - 7) Must not be a director who has been appointed to represent the Company's directors, major shareholders, or shareholders who are related to the major shareholders of the company.
 - 8) Must not possess any characteristics that preventing from expressing opinion regarding the Company's operation independently.
 - 9) The Independent Directors should be in the position for not more than 9 years however the directors may be in the position for more than 9 years as deemed necessary and appropriate.

Criteria and Procedures of Director Nomination

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

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

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

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

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

Criteria and Procedures in Proposing of Director Remuneration

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

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

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

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 2020/2021. List of the appointed auditors are as follows.

- Miss Potjanarat Siripipat Certified Public Accountant No. 9012, or
- Mr. Thanawut Piboonsawat Certified Public Accountant No. 6699, or
- Miss Roongnapha Saengchan Certified Public Accountant No. 10142 or
- Miss Techinee Pornpenpob Certified Public Accountant No. 10769

The auditors of the Dharmniti Auditing Company Limited have professionally performed their duty as the independent auditors during these years. The auditors have 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.

In addition, the Audit Committee has also considered the proposed auditor remuneration for the year 2020/2021. The proposed remuneration is THB 1,292,000, which is equal to the remuneration of the year 2019/2020 since the amount of works and procedures will be similar to the year 2019/2020.

Articles of Association of City Steel Public Company Limited

Section 5

The Shareholders' Meeting

31. The Board of Directors shall arrange annual ordinary general meeting of shareholders within 4 months since the end of each company's fiscal year

Other shareholders' meeting apart from that mentioned in the first paragraph shall be called the extra ordinary meeting. The Board of Directors shall call the extra ordinary meeting of shareholders at reasonable time. The shareholders who are totally counted as not less than one-fifth of all paid up shares or not less than 25 shareholders who are totally counted as not less than one-tenth of paid up shares may request the Board of Directors to call the extra ordinary meeting of shareholders at reasonable time. In this case, the shareholders must specify reasons to call the meeting in the requesting document, and the Board of Directors shall arrange meeting of shareholders within 1 month from the date that the requesting document has been received.

32. For shareholders' meeting calling, the Board of Directors shall issue meeting invitation letter with place, date, time, agenda, and subjects that will propose to the meeting, along with reasonable description that specifying for proposing, information, approving, or considering, as well as the Board of Directors' opinions. The Board of Directors shall send meeting invitation letter to shareholders and registrar not less than 7 days before meeting date and advertise in newspaper not less than 3 days before meeting date and advertise for 3 days consecutively.

Shareholders' meeting could be held at the region where head office located or others nationwide.

33. In shareholders' meeting, shareholders may empower other to join and vote instead. The proxy shall specify date and signature of shareholder and shall be followed by form that determined by the registrar.

This proxy shall be submitted to the Chairman of the Board of Directors or others who determined by the Chairman of the Board of Directors at meeting place before joining the meeting.

34. In shareholders' meeting, shareholders and proxies (if any) shall be joined not less than 25 persons or not less than half of all shareholders, either cases shall have total shares not less than one-third of paid up shares, and then assumed to be quorum.

In any shareholders' meeting, if an hour past over appointed time but number of shareholders who joined is still not quorum, in case of held by requisition of shareholders such meeting would be terminated, in another case shall reappoint and send meeting invitation letter to shareholders not less than 7 days before meeting date. The later meeting, the quorum is not required to complete.

In shareholders' meeting, the Chairman of the Board of Directors shall be the president of meeting. In case, the Chairman of the Board of Directors could not join the meeting or perform his/her task and if there is the Vice Chairman, such Vice Chairman shall be the president. However, if the Vice Chairman could not join the meeting or perform his/her task, the meeting shall elect one of the attended shareholders to be the president.

35. In voting of shareholders' meeting, one share has one vote.

Voting shall be revealingly unless requested by at least 5 shareholders and decided by the meeting to secretly voting. The procedure of secret voting shall be determined by the president of the meeting.

Decision of shareholders' meeting shall be comprised with following votes.

- (1) In general, majority of joined and voted shareholders shall be prevailed. If it is equaled, shall be decided by the president's vote.

- (2) In following case, at least three fourth of all votes is prevailed.
 - a. Sell or transfer all or significant parts of the company to others.
 - b. Purchase or receive others company or private company.
 - c. Make, correct, or terminate agreement related to rent of all or significant part of the company, as well as assign others to manage company's business or merge with other juristic person in order to share profits.
 - d. Amend company's prospectus or regulation.
 - e. Increase or decrease the company's registered capital.
 - f. Liquidate the company.
 - g. Issue bonds or debentures.
 - h. Merge with other companies.

36. The annual ordinary general meeting should include the following agenda.

- (1) Consider report of the Board of Directors that proposed to the meeting regarding results of the company's operation in past year.
- (2) Approve the company's balance sheet and profit and loss statement at the end of the company's fiscal year.
- (3) Consider the company's profits allocation and dividend payment.
- (4) Appoint new directors for those whose tenure have ended.
- (5) Determine directors' remuneration.
- (6) Appoint auditor and determine auditing fees.
- (7) Others (if any).

- : 2015 – 2017 Senior Operations Manager – Motor,
AXA Assistance Company Limited
- : 2014 – 2015 CRM and Service Marketing Manager,
MG Sales (Thailand) Company Limited

Resided at 17/130 Moo 14, Bang Phli Yai, Bang Phli, Samut Prakan

Conflict of Interest in any agenda in this AGM : None

- ⇒ A proxy grantor must fill in information and sign on the proxy form, attach all the required documents, and submit to the Company address via postal mail.

2. Registration for Attending the Meeting

The Company will examine as to the accuracy and completion of the proxy form and open the registration counter for meeting attendance from 14:00 pm at J Plaza Room, J. Park Hotel Chonburi, 99/8, 99/9 Moo 9, Napa, Muang, Chonburi 20000, as per the attached map.

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

▶▶ In the event that the shareholder is a person:

- ⇒ Attendance in person: A valid official ID card with photograph must be presented, e.g. personal ID card, driver license, or passport.
- ⇒ Attendance by proxy:
 - 1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with THB 20 of stamp duty affixed.
 - 2) A copy of the proxy grantor's official ID card certified true and correct by the proxy grantor.
 - 3) An original of the proxy's official ID card.

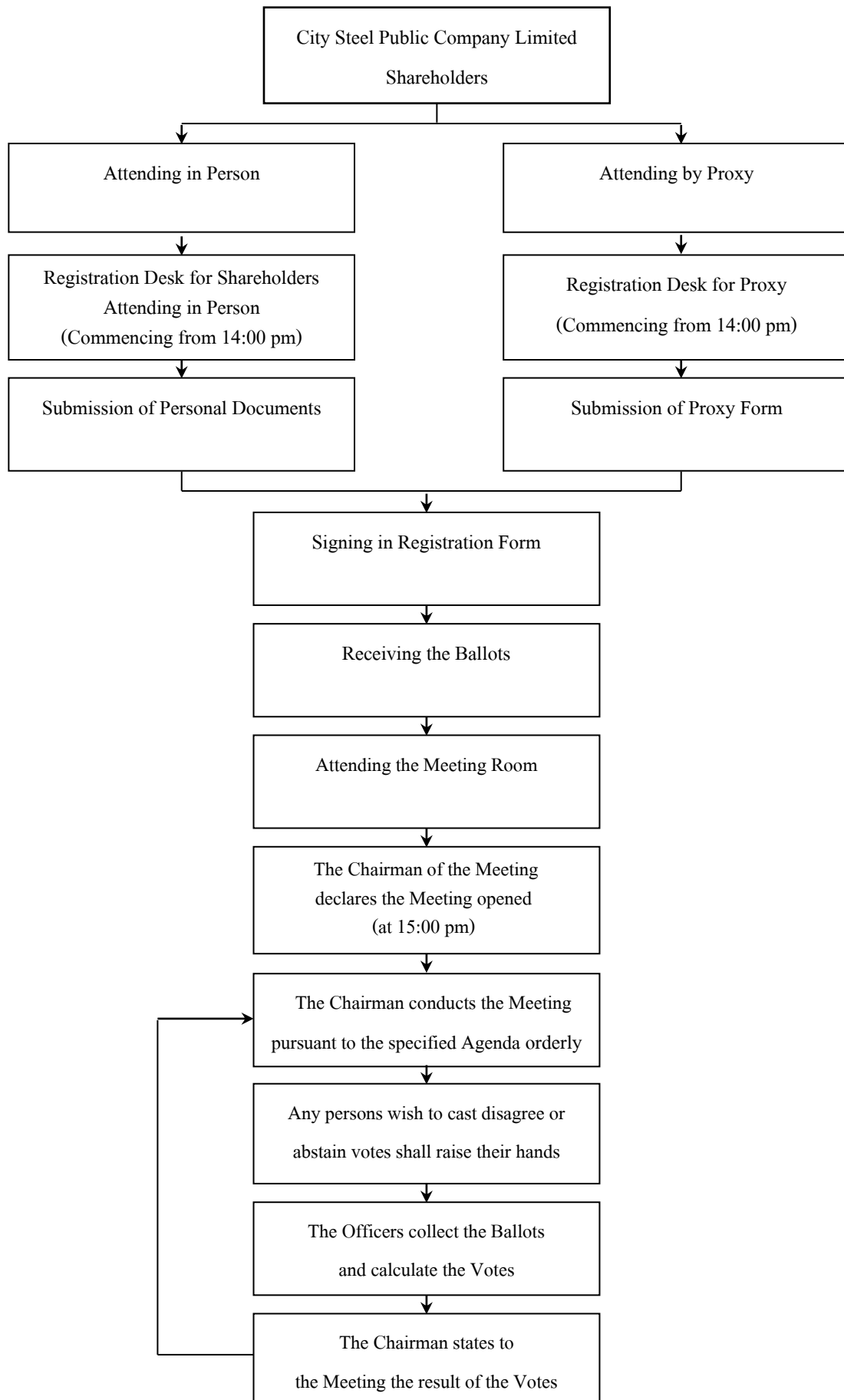
▶▶ In the event that the shareholder is a juristic person:

- ⇒ Attendance in person by an authorized representative of the shareholder:
 - 1) An original official ID card of the authorized representative.
 - 2) A copy of the Affidavit or Certificate of Incorporation of the shareholder certified true and correct and signed by the authorized representative.
- ⇒ Attendance by proxy:
 - 1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with THB 20 of stamp duty affixed.
 - 2) A copy of the Affidavit or Certificate of Incorporation of the shareholder certified true and correct and signed by the authorized representative.

- 3) A copy of valid official ID card of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct and signed by such authorized representative.
- 4) An original of the proxy's official ID card.

Steps for Attending the 2020 Annual General Meeting of the Shareholders

City Steel Public Company Limited on November 27, 2020





J.PARK HOTEL

99/8 – 99/9 Moo 9 Tumbol Napa Muang Chonburi 20000

Tel : 038-448-111, 086-3027626, 086- 3260664 E-Mail : jparkhotel1@gmail.com

