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Ref. GJS/ELCID-05/2015

29 April 2015

Subject : Notification of the Resolutions of the Annual General Meeting of the Shareholders for the year 2015

To : The President  
The Stock Exchange of Thailand

G J Steel Public Company Limited (the "Company") hereby reports on the resolutions of the Annual General Meeting for the year 2015 which was held on 29 April 2015 at 9:00 a.m, at The Arnoma Grand Room, 3<sup>rd</sup> floor, Arnoma Hotel, No. 99 Ratchdumri Road, Lumpini, Pathumwan, Bangkok, Thailand Metropolis. The meeting had the resolutions as follows:-

1. The Meeting certified the Minutes of the Annual General Meeting of the Shareholder for the year 2014 held on 24 November 2014.

Certified by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	486	Votes	Amount of shares	48,374,403,513	Equivalent to	100.000
Disapproved	0	Votes	Amount of shares	0	Equivalent to	0.000
Abstained	1	Votes	Amount of shares	200,000	Equivalent to	0.000

of the total number of 48,374,603,513 shares of 487 shareholders attended the Meeting.

2. The Meeting acknowledge the Company's 2014 operating results and approved the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ending 31 December 2014 which was consideration of the Audit Committee and reviewed and audited by the auditors.

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	669	Votes Amount of shares	50,218,562,675	Equivalent to	99.999
Disapproved	0	Votes Amount of shares	0	Equivalent to	0.000
Abstained	2	Votes Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,219,262,675 shares of 671 shareholders attended the Meeting.

3. The Meeting approved a suspension of the declaration of dividends for the year 2014.

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	672	Votes Amount of shares	50,218,717,675	Equivalent to	99.999
Disapproved	0	Votes Amount of shares	0	Equivalent to	0.000
Abstained	2	Votes Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,219,417,675 shares of 674 shareholders attended the

Meeting.

4. The Meeting approved an election of 4 directors to replace the directors who retire by rotation. The details thereof are as follows:

- 1) General Lertrat Ratanavanich
- 2) Dr. Somsak Leeswadtrakul
- 3) Mr. Chanathip Trivuth
- 4) Mr. Sittisak Leeswadtrakul

Approved by each director on the resolution of the meeting with the following votes:-

**1) General Lertrat Ratanavanich**

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	689	Votes Amount of shares	50,225,423,775	Equivalent to	99.999
Disapproved	0	Votes Amount of shares	0	Equivalent to	0.000
Abstained	2	Votes Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,226,123,775 shares of 691 shareholders attended the

Meeting.

**2) Dr. Somsak Leeswadtrakul**

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	690	Votes	Amount of shares	50,225,428,775	Equivalent to	99.999
Disapproved	0	Votes	Amount of shares	0	Equivalent to	0.000
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,226,128,775 shares of 692 shareholders attended the Meeting.

**3) Mr. Chanathip Trivuth**

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	680	Votes	Amount of shares	49,182,976,128	Equivalent to	97.923
Disapproved	10	Votes	Amount of shares	1,042,452,647	Equivalent to	2.076
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,226,128,775 shares of 692 shareholders attended the Meeting.

**4) Mr. Sittisak Leeswadtrakul**

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	681	Votes	Amount of shares	49,183,001,128	Equivalent to	97.923
Disapproved	10	Votes	Amount of shares	1,042,452,647	Equivalent to	2.076
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,226,153,775 shares of 693 shareholders attended the Meeting.

5. The Meeting approved the determination of remuneration of the Board of Directors for 2015 to remain unchanged and determination the details of the directors' remuneration thereof are as follows:

Position	Fixed Remuneration (Baht/month)	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/Meeting)
Chairman	100,000	-	6,250
Director	-	20,000	5,000
Executive Director	-	-	-
Chairman of the Audit Committee	60,000	-	6,250
Member of the Audit Committee	-	20,000	5,000
Chairman of the Nomination and Remuneration Committee	-	-	6,250
Member of the Nomination and Remuneration Committee	-	-	5,000
Chairman of the Corporate Governance Committee	-	-	6,250
Member of the Corporate Governance Committee	-	-	5,000

Remark The directors who also hold office in the management or are officers of the Company and obtain a monthly salary are not entitled to the directors' remuneration and meeting allowance.

Approved by the resolution of the meeting by not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	697	Votes	Amount of shares	50,265,834,675	Equivalent to	99.998
Disapproved	1	Votes	Amount of shares	304,500	Equivalent to	0.001
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,266,839,175 shares of 700 shareholders attended the Meeting.

6. The Meeting approved of the appointment A.M.T. & ASSOCIATES to be the Company's auditor and the audit fees for financial statement quarterly review and financial statement for the year 2015.

The details of the certified auditors are as follows:

- 1) Prof. Emeritus Kesree Narongdej CPA No. 0076 or
- 2) Mr. Chaiyuth Angsuwithaya CPA No. 3885 or

3) Mrs. Natsarak Sarochanunjeen CPA No. 4563

One of the auditors shall have the authority to auditing and to give opinion on the financial statement of the Company. The proposed of auditing fees for financial statement quarterly review are in the amount of Baht 1,500,000 and the fees for financial statement for the year 2015 are in the amount of Baht 1,475,000 Baht. The total fees for financial statement for the year 2015 are in the amount of Baht 2,975,000.

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	712	Votes	Amount of shares	50,305,389,156	Equivalent to	99.999
Disapproved	0	Votes	Amount of shares	0	Equivalent to	0.000
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,306,089,156 shares of 714 shareholders attended the

Meeting.

7. The Meeting approved the reduction of the Company's registered capital from Baht 129,979,834,014.15 to Baht 103,137,868,426.08, consisting of 149,475,171,632 shares at the par value of Baht 0.69 per share by reducing the unissued shares in the amount of 38,901,399,403 shares and remain the shares to reserve for the warrant to purchase the ordinary shares of the Company which are GJS-W2, GJS-W3 and GJS-W4.

Approved by the resolution of the meeting by thirds-four (3/4) votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	760	Votes	Amount of shares	49,719,347,127	Equivalent to	98.285
Disapproved	21	Votes	Amount of shares	356,438,430	Equivalent to	0.705
Abstained	4	Votes	Amount of shares	511,146,200	Equivalent to	1.010

of the total number of 50,586,931,757 shares of 785 shareholders attended the

Meeting.

8. The Meeting approved the amendment of Clause 4 of the Memorandum of Association of the company to be in line with the reduction of the Company's registered capital.

Approved by the resolution of the meeting by three-fourths (3/4) votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	770	Votes	Amount of shares	50,297,359,627	Equivalent to	99.428
Disapproved	13	Votes	Amount of shares	288,567,930	Equivalent to	0.570
Abstained	3	Votes	Amount of shares	1,004,500	Equivalent to	0.002

of the total number of 50,586,932,057 shares of 786 shareholders attended the

Meeting.

9. The Meeting approved the increase of the Company's registered capital in the amount of Baht 12.42 from the existing registered capital of Baht 103,137,868,426.08 to Baht 103,137,868,438.50 by issuing newly issued shares in the number of 18 shares at a par value of Baht 0.69 per share.

Approved by the resolution of the meeting by three-fourths (3/4) votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	767	Votes	Amount of shares	49,785,817,427	Equivalent to	98.417
Disapproved	15	Votes	Amount of shares	289,968,430	Equivalent to	0.573
Abstained	4	Votes	Amount of shares	511,146,200	Equivalent to	1.010

of the total number of 50,586,932,057 shares of 786 shareholders attended the

Meeting.

10. The Meeting approved the amendment of Clause 4 of the Memorandum of Association of the company to be in line with the increase of the Company's registered capital.

Approved by the resolution of the meeting by three-fourths (3/4) votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	769	Votes	Amount of shares	50,296,259,127	Equivalent to	99.425
Disapproved	14	Votes	Amount of shares	289,668,430	Equivalent to	0.573
Abstained	3	Votes	Amount of shares	1,004,500	Equivalent to	0.002

of the total number of 50,586,932,057 shares of 786 shareholders attended the

Meeting.

11. The Meeting approved the allotment of the Company's newly issued ordinary shares in the amount of 18 shares, with a par value of Baht 0.69 per share as per following details:

- (1) To allot the newly issued shares in the number of 4 shares with a par value of Baht 0.69 per share to Ms. Arporn Pongthunyaluck who is a minority shareholder and a non-connected person that is not the Company's employee;
- (2) To allot additional capital increase ordinary share for the number of 8 shares with the par value of Baht 0.69 per share to accommodate the exercise of GJS-W3;
- (3) To allot additional capital increase ordinary share for the number of 6 shares with the par value of Baht 0.69 per share to accommodate the exercise of GJS-W4 .

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	767	Votes	Amount of shares	49,785,817,427	Equivalent to	98.417
Disapproved	15	Votes	Amount of shares	289,968,430	Equivalent to	0.573
Abstained	4	Votes	Amount of shares	511,146,200	Equivalent to	1.010

of the total number of 50,586,932,057 shares of 786 shareholders attended the Meeting.

**12.** The Meeting approved the change of the par value of shares of the Company from Baht 0.69 per share to Baht 6.90 per share, which will cause the number of the Company's shares to reduce by 134,527,654,485 shares, from the existing 149,475,171,650 shares at the par value of Baht 0.69 per share to 14,947,517,165 shares at the par value of Baht 6.90 per share and approve the adjustment of exercise price and exercise ratio of the warrant to purchase an ordinary shares GJS-W2, GJS-W3 and GJS-W4.

**GJS-W2**

The Company will adjust the exercise ratio and exercise price in accordance with the formula set out in the terms and conditions of GJS-W2 as follows:

	<b>Before adjustment</b> <b>Par value of Baht 0.69 per</b> <b>share</b>	<b>After adjustment</b> <b>Par value of Baht 6.90 per</b> <b>share</b>
Exercise Price (Baht)	Baht 0.207	Baht 2.070
Exercise Ratio	1 Unit: 3.630 Share	1 Unit: 0.363 Share

**Remark** In case that the Exercise Ratio must be changed based on the adjustments of Exercise Price and Exercise Ratio as specified in the adjustment conditions and there exist any fractions of ordinary shares from the exercise of the Warrants, the fractions shall be discarded. The adjustment of the exercise price and exercise ratio of GJS-W2 shall be immediately effective on the date when the change of par value of shares of the Company takes effect.

**GJS-W3**

The Company will adjust the exercise ratio and exercise price in accordance with the formula set out in the terms and conditions of GJS-W3 as follows:

	<b>Before adjustment</b> <b>Par value of Baht 0.69 per</b> <b>share</b>	<b>After adjustment</b> <b>Par value of Baht 6.90 per</b> <b>share</b>
Exercise Price (Baht)	Baht 0.150	Baht 1.500
Exercise Ratio	1 Unit: 4 Share	1 Unit: 0.400 Share

**Remark** In case that the Exercise Ratio must be changed based on the adjustments of Exercise Price and Exercise Ratio as specified in the adjustment conditions and there exist any fractions of ordinary shares from the exercise of the Warrants, the fractions shall be discarded. The adjustment of the exercise price and exercise ratio of GJS-W3 shall be immediately effective on the date when the change of par value of shares of the Company takes effect.

**GJS-W4**

The Company will adjust the exercise ratio and exercise price in accordance with the formula set out in the terms and conditions of GJS-W4 as follows:

	<b>Before adjustment</b> <b>Par value of Baht 0.69 per</b> <b>share</b>	<b>After adjustment</b> <b>Par value of Baht 6.90 per</b> <b>share</b>
Exercise Price (Baht)	Baht 0.150	Baht 1.500
Exercise Ratio	1 Unit: 4 Share	1 Unit: 0.400 Share

**Remark** In case that the Exercise Ratio must be changed based on the adjustments of Exercise Price and Exercise Ratio as specified in the adjustment conditions and



there exist any fractions of ordinary shares from the exercise of the Warrants, the fractions shall be discarded. The adjustment of the exercise price and exercise ratio of GJS-W4 shall be immediately effective on the date when the change of par value of shares of the Company takes effect.

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	765	Votes	Amount of shares	49,785,707,427	Equivalent to	98.417
Disapproved	17	Votes	Amount of shares	290,078,430	Equivalent to	0.573
Abstained	4	Votes	Amount of shares	511,146,200	Equivalent to	1.010

of the total number of 50,586,932,057 shares of 786 shareholders attended the Meeting.

**13.** The Meeting approved the amendment of Clause 4 of the Memorandum of Association of the company to be in line with the change in the number and par value of shares of the Company.

Approved by the resolution of the meeting by three-fourths (3/4) votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	768	Votes	Amount of shares	50,306,859,127	Equivalent to	99.446
Disapproved	15	Votes	Amount of shares	279,068,430	Equivalent to	0.552
Abstained	3	Votes	Amount of shares	1,004,500	Equivalent to	0.002

of the total number of 50,586,932,057 shares of 786 shareholders attended the

Meeting.

**14.** The Meeting approved the amendment of resolutions relating to

(1) the allocation of capital increased ordinary shares reserved for the exercise of right under the Company's warrants in order to be in line with the change in the number and par value of shares of the Company which were approved by the Extraordinary General Meeting of Shareholders No. 1/2009 held on 18 December 2009 in Agenda 5 and

(2) the allocation of capital increased ordinary shares reserved for the exercise of right under the Company's warrants in order to be in line with the change in the number and par value of shares of the Company which were approved by the Extraordinary General Meeting of Shareholders No. 1/2013 held on 7 January

2013 in Agenda 4.7.2, 4.7.4 and 4.7.6

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	769	Votes	Amount of shares	50,296,959,127	Equivalent to	99.427
Disapproved	14	Votes	Amount of shares	288,968,430	Equivalent to	0.571
Abstained	3	Votes	Amount of shares	1,004,500	Equivalent to	0.002

of the total number of 50,586,932,057 shares of 786 shareholders attended the Meeting.

**15.** The Meeting approved the authorization of the Board of Directors or any person authorized by the Board of Directors to determine the details in relation to the reduction of capital, the increase of capital, and the allocation of such capital increase ordinary shares, the amendment of the Memorandum of Association, the change of par value of shares and other relevant procedures.

Approved by the resolution of the meeting by majority votes of the shareholders attending the meeting and having the right to vote as following:-

Approved	767	Votes	Amount of shares	50,295,859,127	Equivalent to	99.425
Disapproved	17	Votes	Amount of shares	290,372,930	Equivalent to	0.574
Abstained	2	Votes	Amount of shares	700,000	Equivalent to	0.001

of the total number of 50,586,932,057 shares of 786 shareholders attended the Meeting.

Please be informed accordingly.

Respectfully Yours,

*-Signature-*

( Mr. Chanathip Trivuth )

Director