



**MILL 22/2013**

**May 21, 2013**

Subject : The resolution of the Annual General Meeting of Shareholder No. 1/2013  
Attention : President  
The Stock Exchange of Thailand

Millcon Steel Industries Public Company Limited (“the Company”) inform the resolution of the Annual General Meeting of Shareholder No. 1/2013 on May 21, 2013 at 10.00 a.m. has passed the resolution as follows:

1. Unanimously approved the adoption on the minutes of meeting of the Annual General Meeting of the shareholders No.1/2012 (AGM 1/2012) on April 30, 2012
2. Acknowledged the report of the Board of Directors which has represented the operation result of the Company for the previous year.
3. Majority vote the financial statement of the Company for the year ended December 31, 2012 which have been considered by the Certified Public Accountant.
4. Unanimously approved the appropriation of net profit as legal reserve ,dividend payment to preferred shares and omission of dividend payment to ordinary shares
5. Unanimously approved the re-election of the following directors

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|-------------------------------|---|
| 1. Pol.Gen. Soontron Saikwan  | Director, Vice - Chairman of the Board  |
| 2. Dr. Yannakorn Warakunruk   | Director, Chairman of the Audit Committee,<br>Chairman Member of the Nomination and<br>Remuneration Committee |
| 3. Ms. Suttirat Leeswadtrakul | Director, Vice President of General and<br>Administration   |

And approved the appointment of three new additional members as follows.

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|----------------------------|--|
| 1. Mr.Witsanu Khruangam    | Director and Chairman of the Board               |
| 2. Mr.Sakchai Tanaboonchai | Director   |
| 3. Mr.Kasem Juntaboon      | Director and Vice President of Human<br>Resource |

And approved the director’s remuneration for the year 2013.

The Remuneration per month:

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|-------------------------------|-------------|-----------|
| • Chairman                    | Baht 60,000 | per month |
| • Vice-Chairman               | Baht 25,000 | per month |
| • Director                    | Baht 20,000 | per month |
| • Chairman of Audit Committee | Baht 30,000 | per month |
| • Audit Committee             | Baht 25,000 | per month |

Meeting allowance as follows;\*

- |                 |             |           |
|-----------------|-------------|-----------|
| • Chairman      | Baht 10,000 | per month |
| • Vice-Chairman | Baht 5,000  | per month |
| • Director      | Baht 5,000  | per month |



Remark: The allowance for the directors regarding to attend the meeting shall not exceed 8 times per year and the director of Audit Committee shall not be paid for the allowance in each meeting. Nevertheless, the director of the Nomination and Remuneration Committee shall be paid for this additional allowance in amount of 5,000 Baht per meeting with the maximum rate of 8 times per year. However, the executive director will not be paid for the allowance mentioned above

6. Unanimously approve to appoint the following auditors from S.K. Accountant Services Company Limited. as the Company's Auditors.

1. Ms.Wanya Puttasatiarn C.P.A. (Thailand) Registration No. 4387
2. Ms. Jantra Wongsriudomporn C.P.A. (Thailand) Registration No. 4996

In the event that the above auditors are unable to perform their duty, S.K. Accountant Services Company Limited shall appoint its other auditor to perform the task instead.

S.K. Accountant Services Company Limited and the auditors as listed above do not have any relationship and/or vested interest with the Company/its subsidiaries/ management/ major shareholders or the related persons of these parties in such a manner that could have an impact on their independence in performing their audit duty. In addition, to fix the total amount of auditing and other examination fees for the fiscal year 2013 at not to exceed THB 2,525,000. The details are shown as follows:

	Audit Fees (Unit:THB)
1. Financial statement auditing fees (MILL)	1,350,000
2. Financial statement auditing fees (MILL Burapa)	1,060,000
3. Financial statement auditing fees (Ocean Profit)	95,000
4. Financial statement auditing fees * (Million Miles)	20,000
Total	<u>2,525,000</u>

\*Remark Financial statement auditing fees \* (Million Miles) is the financial statements from the beginning until the sale of investments.

The Board of Directors shall have the authority to approve extra remuneration on case by case basis.

7. Unanimously approve for changing the company's name and seal as follows: Thai name from "บริษัท มิลล์คอนสตีล อินดัสทรีส์ จำกัด (มหาชน)" to "บริษัท มิลล์คอน สตีล จำกัด (มหาชน)" English Name from "Millcon Steel Industries Public Company Limited" to "Millcon Steel Public Company Limited" In addition to change the seal of the company relating to the name's change. However, the company is still old shortness "MILL"
8. Unanimously approve the amendment of Clause 1 of the Company's Memorandum of Association of Clause 58 to be in line with changing names and seal of the company
9. Unanimously approve the progress of acquiring the asset of Thai Speical Steel Industry Public Co., Ltd ("TSSI")
10. Unanimously approve the cancellation of warrants to purchases ordinary share of 213,000,000 shares. It is Warrants that has been issued to sell to DEG – DEUTSHE



INVESTITIONS – UND ENTWICKLUNGSGESELLSCHAFT MBH (“DEG”) and/or Private Placement.

11. Unanimously approve the cancellation of issuance and offering for sale of convertible debenture worth Baht 1,038,000,005 and allocate the common shares for increased of capital to exercise of rights under convertible debenture.
12. Unanimously approve a decrease of the company’s registered capital by Baht 325,600,024.80 by canceling the 814,000,002 unsold ordinary with a par value of Baht 0.40 baht and preferred shares 60 shares with the par value of Baht 0.40 Baht from the current registered capital of Baht 1,224,258,770 to Baht 898,658,745.20
13. Unanimously approve amendment approving amendment to Clause 4. of the Company’s Memorandum of Association to correspond with the registered capital decrease.
14. Unanimously approve an issuance and allocation of warrants to purchase ordinary shares (MILL-W2) not exceeding 465,900,910 465,900,910 units to existing shareholder (Total preferred shares and ordinary shares) in ratio 4 existing shareholder per 1 warrants on a pro-rata basis with unpaid. The exercise ratio is 1 unit of warrant has the right to purchase 1 ordinary share at exercise price 2.5 Baht in totally period of 3 years.
15. Unanimously approve increase of the Company’s registered capital in amount Baht 941,025,498 by issuing newly ordinary shares 1,602,563,745 shares at the par value of Baht 0.40 and preferred shares 750,000,000 shares at the par value of Baht 0.40 from the current registered capital of Baht 898,658,745.20 to Baht 1,839,684,243.20
16. Unanimously approve amendment approving amendment to Clause 4. of the Company’s Memorandum of Association to correspond with the registered capital increase.
17. Unanimously approve issuance and offering preferred shares not exceeding 750,000,000 shares at the par value of Baht 0.40 to Private Placement ordinary shares not exceeding 1,000,000,000 shares at the par value of Baht 0.40 to Private Placement. Allotment of increased ordinary shares not exceeding 465,900,910 shares at the par value of Baht 0.40 accommodating to exercise of right under share warrants allotted to the company’s shareholders pro rata to their shareholders (MILL-W2) Allotment of increased ordinary shares not exceeding 113,265,668 shares at the par value of Baht 0.40 accommodating to dividend payment in form of ordinary shares Allotment of increased ordinary shares not exceeding 23,397,167 shares at the par value of Baht 0.40 accommodating to the amendment of right under warrant for ordinary shares dividend
18. Unanimously approve amendment to Clause 4 of the Company’s Memorandum of Association to correspond with the issuance and offering preferred shares to investors



บริษัท มิลล์คอนสตีลอินดัสทรีส์ จำกัด (มหาชน)

MILLCON STEEL INDUSTRIES PUBLIC COMPANY LIMITED

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Please be informed accordingly,

Yours sincerely,

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(Mrs. Pirom Sawpayon)  
Director