



MILL 017/2014

April 28, 2014

Subject: The resolution of the Annual General Meeting of Shareholder No. 1/2014

Attention: President

The Stock Exchange of Thailand

Millcon Steel Public Company Limited ("the Company") would like to inform the resolution of the Annual General Meeting of Shareholder No. 1/2014 on April 28, 2014 at 10.00 a.m. has passed the resolution as follows:

1. Majority approved the minutes of meeting of the Annual General Meeting of the shareholders No.1/2013 (AGM 1/2013) held on May 21, 2013.

With voting results as follows:

Approved	1,893,446,141	votes
Disapproved	-	votes
Abstained	-	votes

2. Acknowledged the report of the Board of Directors which has represented the operation result of the Company for the previous year and the annual report.

3. Majority approved the financial statement of the Company for the year ended December 31, 2013 which have been considered by the certified auditor.

With voting results as follows:

Approved	1,910,296,991	votes
Disapproved	-	votes
Abstained	151,000	votes

4. Majority approved the appropriation of net profit as legal reserve, dividend payment to preferred shareholder and ordinary shareholder. Details of dividend payment as follows:

1) Preferred shareholders Type A:

1.1 Ordinary shares dividend to preferred shareholders Type A and dividend payment's rate is 5 preferred shares Type A equally to 2 ordinary Shares (new)

1.2 Cash dividend to preferred shareholders Type A and dividend payment's rate is 0.05 Baht per 1 preferred share Type A for reserving as 10 percent of withholding tax

Cash Dividend and Ordinary Shares Dividend for Type A Shareholders, stated in 1.1 and 1.2, are summarized as follows:

Ordinary Shares Dividend (compare to cash)	0.16	Baht per share
Cash Dividend	0.05	Baht per share
Total of Dividend	0.21	Baht per share
Reserving Withholding Tax for 10%	0.021	Baht per share
Remaining of cash dividend to Type A Shareholders	0.029	Baht per share

Remark: In Case of stock dividend to preferred shareholders type A. If there is the fraction of share, the company will pay cash instead of share dividend at the rate of Baht 0.21 per share

#### 2) Preferred share Type B:

Cash dividend paid to preferred shares Type B in the ratio of 0.20 per share. The company has 11,700,000 preferred shares Type B and calculated as cash dividend to pay shareholder Type B in amount of 2,340,000 Baht or 5 percent of capital investment which specified in the article of association of company regarding to dividend payment to preferred shareholders Type B.

#### 3) Type C preferred Shares

Refrain from dividend payment.

#### 4) Ordinary share:

Regarding to the article of association of company, dividend be paid to preferred shareholders by 5 percent of capital investment. For the dividend payment to preferred shareholders item1) and item 2) mentioned above was 61,804,475.91 Baht in total amount. As a result, the company's retain earning was enough to pay dividend for ordinary shareholders in this period. The total amount of Ordinary shares of the Company is 1,682,529,257 which shall be entitled to receive dividend as follows:

4.1) Ordinary Share Dividend to ordinary shareholders, the dividend payment rate is 25 Ordinary shares for 1 Ordinary share dividend (new)

4.2) Cash dividend to ordinary shareholders dividend payment's rate is 0.002 Baht per 1 ordinary share (Old) for reserving as 10 percent of withholding tax

Cash Dividend and Ordinary Shares Dividend for Type Shareholders, stated in 4.1 and 4.2, are summarized as follows:

Ordinary Shares Dividend (compare to cash)	0.016	Baht per share
Cash Dividend	0.002	Baht per share
Total of Dividend	0.018	Baht per share
Reserving Withholding Tax for 10%	0.0018	Baht per share
Remaining of cash dividend to Type A Shareholders	0.0002	Baht per share

Remark: In Case of stock dividend to ordinary shareholders. If there is the fraction of share, the company will pay cash instead of share dividend at the rate of Baht 0.018 per share

The Dividend to ordinary shareholders is Baht 30,285,526.63. The total of dividend to ordinary shareholder and preferred shareholders, as stated in 1) to 4) above, is Baht 92,090,002.54 or 70.07% of the Company Net Profit of year 2013.

The Company will set the record date for the rights of the shareholders entitled to receive dividend on May 9,2014 and to list the name of those shareholders in accordance with SEC act No.225 by book closing method on May 12, 2014. The due date for dividend payment is within May 27, 2014.

With voting results as follows:

Approved	1,910,331,991	votes
Disapproved	-	votes
Abstained	151,000	votes

5. Majority approved the re-election of the following directors

1. Mrs.Roslyne Amornvivat Director

With voting results as follows:

Approved	1,910,543,991	votes
Disapproved	-	votes
Abstained	151,000	votes

2. Mr. Apivut Thongkam Director, Member of the Audit Committee, Independent Director

With voting results as follows:

Approved	1,910,543,991	votes
Disapproved	-	votes
Abstained	151,000	votes

3. Mrs. Duangkamol Sukmueng Director, Member of the Nomination and Remuneration Committee

With voting results as follows:

Approved	1,910,543,991	votes
Disapproved	-	votes
Abstained	151,000	votes

4. Mrs.Phatnaree Thitiariyakul Director/ Member of the Nomination and Remuneration Committee

With voting results as follows:

Approved	1,910,543,991	votes
Disapproved	-	votes
Abstained	151,000	votes

And majority approved the director's remuneration for the year 2014, as follows:

The Remuneration per month:

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

With voting results as follows:

Approved	1,910,543,991	votes
Disapproved	-	votes
Abstained	151,000	votes

6. Majority approved to appoint the following auditors from S.K. Accountant Services Company Limited as the Company's Auditors for fiscal year 2014.

1.	Ms.Wanya	Puttasatean	CPA License No. 4387
2.	Ms.Chantra	Wongsriudumporn	CPA License No. 4996
3.	Mr.Cherdsakul	Aonmongkol	CPA License No. 7195
4.	Ms.Varaporn	Intraprasit	CPA License No. 7881

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.

The Meeting also unanimously approved to fix the total amount of the Company auditing and other examination fees for the fiscal year 2014 at not to exceed THB 1,458,000 (Baht One million four hundred fifty eight thousand).

With voting results as follows:

Approved	1,910,570,091	votes
Disapproved	-	votes
Abstained	151,000	votes

7. Majority approved to decrease the Company's registered capital by Baht 701,102,164.40 (Baht Seven hundred and one million one hundred two thousand one hundred and sixty-four point four zero ), by canceling the 1,347,582,997 unsold ordinary shares (One thousand three hundred forty-seven million five hundred eighty-two thousand nine hundred and ninety-seven shares) with a par value of Baht 0.40 (Baht zero point four zero) per share, from the current registered capital of Baht 1,839,684,267.20 (Baht one thousand eight hundred thirty-nine million six hundred eighty-four thousand two hundred and sixty-seven point two) to Baht 1,138,582,102.80 (Baht one thousand one hundred thirty-eight million five hundred eighty-two thousand one hundred and two point eight).

Details of Capital decreasing as follows:

- a) The amount of 335,368,408 shares at the par value of Baht 0.40. share issued to support the conversion of warrants to buy common share (MILL-W1), expired on February 24, 2014.
- b) The amount of 12,214,577 shares at the par value of Baht 0.40 share issued to support the conversion of warrants to buy common share which issued and allotted to directors and employees of the Company (MILL-ESOP), expired on February 24, 2014,
- c) The amount of 12 fraction ordinary Shares which remain after allocation of ordinary shares dividend on June 3, 2014,
- d) The amount of 1,000,000,000 capital increase ordinary shares at the par value of Baht 0.40 share which issued by the Annual General Shareholders Meeting 1/2556, held on May 21, 2013.
- e) The remaining amount of 405,172,414 Type C preferred shares issued by the Annual General Shareholders Meeting 1/2556, held on May 21, 2013.

With voting results as follows:

Approved	1,910,591,591	votes
Disapproved	-	votes
Abstained	151,000	votes

8. Majority approved to amend Clause 4 of the Company's Memorandum of Association so as to be consistent with the capital decrease, by using following word,

“Clause 4.	Registered capital	Baht 1,138,582,102.80	(Baht one thousand one hundred thirty-eight million five hundred eighty-two thousand one hundred and two point eight zero)
	Divided into	2,846,455,257 shares	(two thousand eight hundred forty-six million four hundred fifty-five thousand two hundred and fifty-seven shares)
	Par value per share	Baht 0.40	(Baht zero point four zero)
	Consisting of:		
	Ordinary shares	2,206,763,500 shares	(two thousand two hundred and six million seven hundred sixty-three thousand five hundred shares)
	Preferred shares	639,691,757 shares	(six hundred thirty-nine million six hundred ninety-one thousand seven hundred and fifty-seven shares)

With voting results as follows:

Approved	1,910,591,591	votes
Disapproved	-	votes
Abstained	151,000	votes

9. Majority approved an increase of the Company's registered capital by Baht 654,236,255.20 (Baht six hundred fifty-four million two hundred thirty-six thousand two hundred fifty-five point two zero ), by issuing 1,230,418,224 new ordinary shares (One thousand two hundred thirty million four hundred and eighteen thousand two hundred and twenty four shares) and by issuing 405,172,414 new Type C. Preferred Shares (Four hundred and five thousand one hundred seventy two thousand four hundred and fourteen) with a par value of Baht 0.40 (Baht zero point four zero) per share, from the registered capital of Baht 1,138,582,102.80 (Baht one thousand one hundred thirty-eight million five hundred eighty-two thousand one hundred and two point eight zero) to Baht 1,792,818,358 (Baht one thousand seven hundred ninety-two million eight hundred and eighteen thousand three hundred and fifty-eight only)

Details of Capital increasing, as follows:

- (a) Amount up to Baht 400,000,000 by issuance and selling ordinary shares not exceeding 1,000,000,000 shares at the par value of Baht 0.40.
- (b) Amount up to Baht 162,068,965.60 by issuance and selling Type C. preferred shares not exceeding 405,172,414 shares at the par value of Baht 0.40.
- (c) Amount of Baht 72,226,730.40 by issuance and selling ordinary shares in amount of 180,566,826 shares at the par value of Baht 0.40. accommodating to share dividend for preferred shareholders type A.
- (d) Amount of Baht 19,940,559.20 accommodating to exercise of right under warrant (MILL-W2) according to ordinary shares dividend

With voting results as follows:

Approved	1,910,591,591	votes
Disapproved	-	votes
Abstained	151,000	votes

10. Majority approved to amend Clause 4 of the Company's Memorandum of Association so as to be consistent with the capital increase, by using following word,

"Clause 4.	Registered capital	Baht 1,792,818,358	(Baht one thousand seven hundred ninety-two million eight hundred and eighteen thousand three hundred and fifty-eight only)
	Divided into	4,482,045,895 shares	(Four thousand four hundred eighty-two million forty-five thousand eight hundred ninety-five shares)
	Par value per share	Baht 0.40	(Baht zero point four zero)
	Consisting of:		
	Ordinary shares	3,437,181,724 shares	(Three thousand four hundred thirty-seven million one hundred eighty-one thousand seven hundred and twenty-four shares)
	Preferred shares	1,044,864,171 shares	(One thousand and forty-four million eight hundred sixty-four thousand one hundred and seventy-one shares)

With voting results as follows:

Approved	1,910,591,591	votes
Disapproved	-	votes
Abstained	151,000	votes

11. Majority approved to allocate the Company's newly issued preferred shares and ordinary shares.

Details of allocations as follows:

- 1) Allotment of ordinary shares not exceeding 1,000,000,000 shares (One billion shares) the par value of Baht 0.40 (Baht zero point four zero) to be offered on a private placement basis to specific persons as defined in clause 24 of the notification of the Capital Market Supervisory Board No. TorChor. 28/2551 regarding the request and the permission to propose to sell newly issued share (and additional revision) in the share price of not less than market price. as defined in the Securities and Exchange Commission ("SEC.") by the Board and / or the Board of Directors will determine the duration and the offering price. Nevertheless, in the case of private placement are related person. The company shall proceed under the regulation of the Stock Exchange of Thailand on connected transactions of listed company
- 2) Allotment of preferred shares not exceeding 405,172,414 shares (Four hundred and five million one hundred seventy two thousand four hundred and fourteen shares) the par value of Baht 0.40 (Baht zero point

four zero) to private placements. According to the definition specified in no.24 of the announcement of the Capital Market Supervisory Board (CMSB) No. TorChor. 28/2551 regarding the permission request and the permission to propose to sell newly issued share (and additional revision) in the share price of not less than market price as defined in the Securities and Exchange Commission ("SEC.") by the Board and / or the Board of Directors will determine the duration and the offering price. Nevertheless, in the case of private placement are related person. The company shall proceed under the regulation of the Stock Exchange of Thailand on connected transactions of listed company

3) Allotment of increased ordinary shares not exceeding 180,566,826 shares (One hundred and eighty million five hundred and sixty-six thousand eight hundred and twenty-six shares) at the par value of Baht 0.40 (Baht zero point four zero) accommodating to dividend payment in form of ordinary shares

4) Allotment of increased ordinary shares not exceeding 49,851,398 shares at the par value of Baht 0.40 (Baht zero point four zero) accommodating to the amendment of right under warrant for ordinary shares dividend

In this respect, the Board of Directors or person designated by the Board of Directors shall be authorized to consider and determine all other details with regard to the said share allotment including (1) number of allocations of the newly issued preferred shares and ordinary shares, whether single or sequential allocation, period of the offering, determination of the offering price, payment of share price, other conditions and details in connection with the allocation of such newly issued ordinary shares; (2) entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued preferred shares and ordinary shares; and (3) execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the SET and being empowered to take any other action which is required and appropriate for the allocation of such newly issued preferred shares and ordinary shares.

With voting results as follows:

Approved	1,910,597,591	votes
Disapproved	-	votes
Abstained	151,000	votes

12. The Meeting acknowledged the advanced progress of acquisition of Thai Special Steel Industry PCL. Also, the meeting, by majority, as following voting results, approved to authorize the Board of Directors to fix capital to invest in TSSI project. To be ensured that the project shall be achieved, however, the fixing shall be subject to Regulation of Security Exchange Commission on acquisition and disposition asset of the registered company.

With voting results as follows:



Approved	1,910,597,516	votes
Disapproved	-	votes
Abstained	151,275	votes

Please be informed accordingly,

Yours sincerely,

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(Mrs. Phatnaree Thitiariyakul)

Director