



MILL 017/2015

31 July 2015

Subject : Notification of the Resolutions of the Board of Directors' Meeting No. 6/2015 and the Convening of the Extraordinary General Meeting of Shareholders No. 1/2015. (Addition)

To: The President of the Stock Exchange of Thailand
The Stock Exchange of Thailand

Attachments : 1. Information Memorandum concerning the Disposal of Land and entering into Connected Transaction
2. Information Memorandum concerning the Acquisition of the shares of Suntech Metal Co., Ltd and World Wire Processing Co., Ltd. and entering into Connected Transaction

The Board of Directors Meeting of Millcon Steel Public Company Limited (the "Company") No. 6/2015 held on 29th July 2015 has passed the important resolutions which can be summarized as follow:

1. Approved to propose to the shareholders' meeting to approve the Company to enter into the disposal of asset transaction which is the sale of the Company's land located in IRPC Industrial Estate, Sukhumvit Road (Highway no.3), Banlang Sub-District, Muang Rayong District, Rayong with total area of not exceeding 180 rai at the price of Baht 7.3 million per rai, having the total value of not exceeding Baht 1,314 million to General Engineering Public Company Limited ("GEL") which is a major shareholder of the Company ("Land Sale Transaction").
2. Approved to propose to the shareholders' meeting to approve the Company to enter into the acquisition of asset transaction as follow:
 - 2.1 The acquisition of all common shares of Suntech Metals Co., Ltd ("Suntech") held by GEL in equivalent to 99.99 of total common shares of Suntech with the total of Baht 807,000,000 Baht from GEL which is a major shareholder of the Company ("Acquisition of Suntech Business Transaction")
 - 2.2 The acquisition of all common shares of World Wire Processing Co., Ltd ("World Wire") held by GEL in equivalent to 99.99 of total common shares of World Wire with the total value of Baht 13,999 from GEL which is a major shareholder of the Company. The Company shall be liable for World Wire's obligations to GEL, which calculates from the estimated date of the Acquisition of World



Wire Business Transaction to be completed, such obligations will not exceed Baht 233,200,000, totaling of Baht 233,213,999. (However, it is expected that the Acquisition of World Wire Business Transaction will be completed within September 2015) (“Acquisition of World Wire Business Transactions”)

(Both transactions in 2.1 and 2.2 will be call as “Share Purchase Transaction”)

Remark: The details of the acquisition and disposal of assets as specified in No.1 and 2 as well as the conditions in entering into transactions as considered by the Board of Directors are as appeared in the Attachment No. 1 and 2.

The Company will pay for the common shares of Suntech from Acquisition of Suntech Business Transaction by cash and receive payment from Land Sale Transaction by cash. However, the purchaser and the seller may offset the proceeds from both transactions. In order to enter into Land Sale Transaction and Acquisition of Suntech Business Transaction, the shareholders’ meeting of the Company must approve both transactions.

The Land Sale Transaction according to No.1 and the Share Purchase Transactions according to No. 2 are the disposal and acquisition of assets, respectively. The Land Sale Transaction according to No.1 has the maximum transaction size of not exceeding 7.55% based on the total value of consideration criteria. The Share Purchase Transactions according to No. 2 have the maximum transaction size of not exceeding 11.42% based on the Net Tangible Asset criteria. These are based on the Company’s consolidated financial statement as of 31 March 2015. The Company must disclose information and take action required for approval process as the transactions are classified under the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition and Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (the Acquisition and Disposal of Asset Transaction Notification).

In addition, both transactions are made with a major shareholder of the Company. The transaction sizes are over Baht 20 million with the maximum transaction size of not exceeding 28.79% and 22.79% of Net Tangible Asset (“NTA”), respectively which are greater than 3% of NTA. Therefore, both transactions are considered Connected Transactions in relation to assets or service according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information



and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (the Connected Transaction Notification). The Company is required to take the following actions;

- (1) Disclose the information regarding the acquisition and disposal of assets of the Company to the Stock Exchange of Thailand (“SET”)
 - (2) Appoint an Independent Financial Advisor to provide opinions on the acquisition and disposal of asset transactions as well as the connected transactions and submit such opinions to the SET and the shareholders of the Company.
 - (3) Convene an Extraordinary General Meeting of Shareholders to propose for an approval on entering into the transactions and must receive not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having conflict of interest on these matters.
3. Approved the appointment of JVS Advisory Company Limited as the Independent Financial Advisor to provide the opinions to shareholders on the entering into the acquisition and disposal of assets transactions as well as connected transactions according to No.1 and 2, and preparing necessary documents as required by relevant authorities.
 4. Approved to propose to the shareholders’ meeting to approve the Executive Committee or any person(s) empowered by the Executive Committee to be authorized to have power to perform any acts that are necessary for or in relation to share purchase agreement, land sale/purchase agreement, and/or other agreement necessary for executing the Land Sale Transaction and the Share Purchase Transactions including to specify or make change any conditions and details in relation to such transactions.
 5. Approved to convene the Extraordinary General Meeting of the Shareholders No. 1/2015 to be held on Friday, 18th September 2015 at 14.00 hours at Mae Nam Grand Ballroom, Mae Nam Ramada Plaza Hotel, 2ndFloor, Chareonkrung Road, Bangkholame, Bangkok 10120 with the following agenda:

Agenda 1 To consider adopting the minutes of the 2015 Annual General Meeting of Shareholders held on 27 April 2015

Agenda 2 To consider approving the sale of the Company’s land of not exceeding 180 rais, with the total value not less than Baht 1,314,000,000 to General Engineering Public Company Limited



Agenda 3 To consider approving the acquisition of all common shares of Suntech Metals Co., Ltd (“Suntech”), equal to 99.99% of total common shares of Suntech with the total value of Baht 807,000,000 Baht from General Engineering Public Company Limited (“GEL”)

Agenda 4 To consider approving the acquisition of all common shares of World Wire Processing Co., Ltd (“World Wire”), equal to 99.99% of total common shares of World Wire with the total value of Baht 13,990 from GEL and acceptance of the undertaking of World Wire’s obligations to GEL in the amount of not exceeding Baht 233,200,000, totaling of not exceeding Baht 233,213,999.

Agenda 5 To consider approving the Executive Committee or any person(s) empowered by the Executive Committee to be authorized to have power to perform any acts that are necessary for or in relation to the Land Sale Transaction and the Share Purchase Transactions including to specify or change any conditions and details in relation to such transactions

Agenda 6 Others (if any)

As Agenda 2 to 4 are related, approval of Agenda 2 to Agenda 4 will be deemed as connected. If any of such agenda is not approved, the approved agenda will be cancelled and the remaining agenda will not be considered further. As a result, Agenda 2 to 4 will be considered unapproved from the shareholders’ meeting.

In this regards, the Company will determine the name of the shareholders entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2015 (Record Date) on 14th August 2015, and collecting the names of entitled shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of share register book closure and suspension of share transfer on 17th August 2015.

Please be informed accordingly.

Sincerely yours,

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(Ms. Jureerat Lapanavanich)

Director



MILLCON STEEL PUBLIC COMPANY LIMITED

INFORMATION MEMORANDUM CONCERNING THE DISPOSAL OF LAND AND ENTERING INTO
CONNECTED TRANSACTION

31 July 2015

Re: Information Memorandum Concerning the Disposal of Land and Entering into Connected Transaction

Attn: President of the Stock Exchange of Thailand

The Board of Directors of Millcon Steel Public Company Limited (the “Company”) held on 29 July 2015 passed the resolution to call for the Extraordinary Shareholders’ Meeting No. 1/2015 on 18 September 2015 to approve the sale of the Company’s land with total area of not exceeding 180 rais at the total value of not exceeding Baht 1,314 million to General Engineering Public Company Limited (“GEL”). The land located at IRPC Industrial Zone, Sukhumvith Road (Highway 3), Banlang Sub-District, Muang Rayong District, Rayong Province. The Company and GEL, each will pay for transfer fee by half. The Company will pay special business tax at the total of not exceeding Baht 56.5 million. Hence, the Company will receive cash from the transaction at the amount of not exceeding Baht 1,257.5 million. The Board of the directors also approved the authorization of Executive Committee or any person authorized by Executive Committee to negotiate and sign in the agreement and/or relevant agreements regarding the disposal of land.

The sale of land is considered as a transaction which is required to disclose and seek the approval according to regulation as follows:

1) The disposition of assets by listed company

The sale of land is a disposition of assets by listed company. With the maximum calculated transaction size of not exceeding 7.55% from the total payment criteria, it is not classified as transaction (transaction size is less than 15%) under the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition and Disposal of Assets and the Notification of the



Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004). (The “Acquisition and Disposal of Asset Transaction Notification”)

2) The connected transaction

The sale of land is considered as a connected transaction as the Company sells land to GEL which is the Company’s major shareholder. (Currently, GEL held 19.4% of shareholding in the Company.) According to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (BorJor/Por 22-01) (the “Connected Transaction Notification”), this transaction is considered as a connected transaction with transaction size equivalent to not exceeding 28.79% of net tangible asset value of the Company due to the transaction size are over Baht 20 million and is greater than 3% net tangible asset value of the Company. By this, the Company is required to disclose the information memorandum regarding this transaction to the SET and hold a shareholders’ meeting to obtain approval for entering into such transaction.

In addition, the Board of Directors also approved the resolution to appoint JVS Financial Advisory Company Limited as an Independent Financial Advisor to give opinion on the transaction as required by the Acquisition and Disposal of Asset Transaction Notification and the Connected Transaction Notification. The transaction is required vote of no less than 3 of 4 of total vote of shareholders who attend the meeting in person or by proxy and are eligible to vote, excluding those votes with conflict of interest.

The Company will send the invitation of shareholders meeting along with Independent Financial Advisor’s opinion at least 14 days before the shareholders’ meeting date. By this, the Board of Directors resolved to propose the Extraordinary Shareholders’ Meeting No. 1/2015 on 18 September 2015 for approval such transaction.



Transaction Detail

1. Date, Month, Year to enter into the transaction

The company expects the transaction to be completed within September 2015.

2. Counterparties and their relation to the company

2.1. Parties

Buyer : General Engineering Public Company Limited

Seller : Millcon Steel Public Company Limited

Related Parties

The name of connected person which has the relationship with the Company.

Name	Relationships	Land area to be sold (rai)	Total Value (Baht)
1. GEL	The Company's major shareholder (19.44%)*	Not exceeding 180-0-00	Not exceeding 1,314,000,000

* As of 2 April 2015, GEL hold The Company's common shares and preferred shares (MILL-PA) in the amount of 480,334,788 shares and 249,555,211 shares respectively.

In addition, as of 29 July 2015, both parties have one mutual director which is Mr. Sophon Pholprasith who is the director of the Company and Vice Chairman of GEL. However, he is not both authorized director and executive director.



3. General Explanation in relation to the Nature of the Transaction

1. Assets of the transaction	The Company's land with total area of not exceeding 180 rai, located at IRPC Industrial Zone, Sukhumvith Road (Highway 3), Banlang Sub-District, Muang Rayong District, Rayong Province
2. Seller	Millcon Steel Plc
3. Buyer	General Engineering Plc
4. Total Value of Consideration	Totaling not more than Baht 1,314 million, the average price per rai is accounted to Baht 7.3 million. The transfer fee will be equally responsible by the Company and GEL, while the special business tax will be responsible by the company. The total expenses borne by the Company is equal to Baht 56.5 million. Therefore, the Company will received cash only Baht 1,257.5 million.
5. Payment Method	Cash payment, the Company and GEL agreed to settle the payment for this transaction with the acquisition of the shares transaction (as mention in the Information memorandum concerning the acquisition of the shares of Suntech Metal Co., Ltd and World Wire Processing Co., Ltd and connected transactions)
6. Conditions Precedent before Entering into the Transaction	To receive Shareholders' approval, the Company needs to receive a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter
7. Conditions To Be Completed After the Transaction	The Company shall undertake that the Company's land shall be free from mortgage obligations within 3 months from the completion of the entering into this transaction date*
8. Conditions To Be Completed Concurrently with the	The Company and GEL must enter into the share purchase transaction (as mention in the Information memorandum



Transaction	concerning the acquisition of the shares of Suntech Metal Co., Ltd and World Wire Processing Co., Ltd and connected transactions)
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Remark: Currently, the Company's aforementioned land with total area of 180 rais is mortgaged with Bangkok Bank Plc under the Mortgage Agreement dated 24 December 2014

3.1. Transaction size under the disposal of assets criteria

The aforementioned transaction is considered as an disposition of assets transaction under the Notification of the Acquisition or Disposal of Assets.

The transaction size calculations based on the comparative methods are as follows:

Disposal of the Company's Land

Criteria Used to Calculation	Formula (Baht)	Transaction Size (%)	Criteria Used to Disclosure
1. Net Tangible Asset (NTA)	Not applicable as the transaction is a disposal of land	-	-
2. Net profit after taxes from normal business operation	Not applicable as the transaction is a disposal of land	-	-
3. Total Value of Consideration	$= (1,314,000,000 / 17,400,217,000)$	7.55%	To disclose information to the SET and no further action needs to be done



Criteria Used to Calculation	Formula (Baht)	Transaction Size (%)	Criteria Used to Disclosure
4. Value of Securities which are issued by listed company for the asset acquired	Not applicable as the transaction is a disposal of land	-	-

Remark:

(a) The aforementioned calculation used figures based on the Company's Consolidated Financial Statements (reviewed) for the period ended 31 March 2015.

(b) Formula used in calculation

Criteria	Formula
Net Tangible Asset (NTA)	= Not applicable as the transaction is a disposal of land
Net profit after taxes from normal business operation	= Not applicable as the transaction is a disposal of land
Total Value of Consideration	= Total Maximum Value of Consideration for the Company's land disposal / the Company's Total Assets
Value of Securities which are issued by listed company for the asset acquired	= Not applicable as the transaction is a disposal of asset and no issuance of new securities

In this regard, the aforementioned transaction is considered as a disposal of assets transaction with the transaction size of 7.55% (which is the highest transaction size of the calculation by the total values of consideration criteria). The said transaction is not considered as transaction (transaction size is less than 15%) under the Acquisition or Disposition of Assets Notification.



3.2. Size of Connected transaction

Calculation of the transaction size in relation to the connected persons is as follows:

Name	Relationships	Asset To Be Disposed	Total Value not less than (Baht)
1. GEL	Shareholder in Suntech (99.99%), World Wire Processing (99.99%) and the Company (19.44%) (As of 2 April 2015)	Approximately 180 – 0 – 00	1,314,000,000

The disposal of the Company's land to the Company's shareholders is considered as a transaction with the Company's connected persons. By this, this transaction is considered as the connected transaction of listed companies according to the Notifications of the Connected Transaction.

Based on the Consolidated Financial Statements as of 31 March 2015, the transaction size exceeded Baht 20 million and accounting to 28.79% of the Company's net tangible asset (1,314,000,000/4,564,659,000) which is higher than 3% of the Company's net tangible asset.

Consequently, the Company is obliged to submit and disclose Information Memorandum regarding the Transaction to the SET and undertake the following procedures:

- (1) To convene the Company's shareholders meeting for approval of the transaction, which needs a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter.
- (2) To appoint an Independent Financial Advisor to give opinion on the transaction as required by the Connected Transaction Notification.



In the past 6 months, the Company and its subsidiaries did not enter into any transaction that is considered to be an asset disposition and connected transaction with GEL. However, the Company had sale & service transactions with GEL which was only normal business transaction.

4. Details of Disposed Asset

Type of Asset	Land
Location	IRPC Industrial Zone, Sukhumvith Road (Highway 3), Banlang Sub-District, Muang Rayong District, Rayong Province
Title Deed	Title Deed Nos. 24022, 23975, 24017, 26769, 24184, 24185, 24183, 24179, 24610, 24175, 24569, 24018, 24019, 24020, 24174, 24334, 24173, 24172, 24181(partially), 24230(partially), 24154, 24333, 26062, 24046, 24048, 24170, 24047, 24051 (partially), 23872 (partially), 35962, 24178 (partially), 24014 (partially), 43749, 43750, 43751, 43752, 43753 and 55,744
Land Owner	Millcon Steel Plc
Building	None
Encumbrance	the Company's land with total area of not exceed 180 rais is mortgaged with Bangkok Bank Plc under the Mortgage Agreement dated 24 December 2014

5. Total Value of Consideration and Payment, Basis Used to Determine Total Value of Consideration and Payment

To enter into this transaction, the Company considered the appropriate value of the transaction based on the latest report of land value dated 22 July 2015 which prepared by K.K. valuation, an independent appraiser under the approval list of the SEC. The report of land value which was appraised under the objective for public use, gave total value at the amount of Baht 1,281,600,000 million.



6. Source of fund

GEL will settle the payment for land with cash but may settle with the proceed they received from the acquisition of shares transaction (as mention in the Information memorandum concerning the acquisition of the shares of Suntech Metal Co., Ltd and World Wire Processing Co., Ltd and connected transactions).

7. Benefits expected to be generated as the result of the transaction

- 1) The sale of excess asset at appropriate price: The land sale to GEL (not exceed 180 rais) is the excess land that will not be utilized in any project according to the Company's business plan. The Company also plans to dispose this excess land anyway. The price is also appropriate considering the latest appraised value and current economic condition.
- 2) The Company can use the proceed from land sale to buy the shares under the acquisition of shares transaction: The Company will use the proceed from land sale to buy the shares under the acquisition of shares transaction with Suntech Metal Co., Ltd and World Wire Processing Co., Ltd. Such companies are the manufacturers of high quality metal scrap which is raw material for the Company's product. Therefore, the acquisition of shares transaction will help the Company able to expand its business in to scrap processing, cut production cost and improve inventory management.
- 3) Improve the Company's liquidity: The Company will receive not exceed Baht 1,314 million as the proceeds from land sale of which after deduct all transfer fee and special business tax borne by the Company in the total amount of Baht 56.5 million, the net cash to be received by the Company will be Baht 1,257.5 million. This will help improve the Company's liquidity.

8. Others Information

In order to complete this transaction, which shall be done according to the condition precedents of the transaction specified in Clause 3, the Company's shareholder approval is required on

- 1) The acquisition of the shares of Suntech Metal Co., Ltd. in the amount of Baht 807,000,000 from GEL.



- 2) The acquisition of shares of World Wire Processing Co., Ltd. (“**Word Wire**”) in the amount of Baht 13,999 from GEL and the undertake of all existing World Wire’s liability bared with GEL up to the completion date of the acquisition of World Wire’s shares transaction in the amount of not exceed Baht 233,200,000 (The Company expected the transaction to be completed within September 2015) Therefore, the total value of this transaction will not exceed Baht 233,213,999.
- 3) Sale of the Company’s land not exceed 180 rais, located at IRPC Industrial Zone, Sukhumvith Road (Highway 3), Banlang Sub-District, Muang Rayong District, Rayong Province, to GEL in the amount of not exceeding than Baht 1,314,000,000.

If the Company’s shareholders do not approve either one of above condition, the Company will not enter into both disposal of land transaction and acquisition of shares transaction.

9. Opinion of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors already considered the said transaction carefully and unanimous opined to enter into the transaction and propose the shareholders’ meeting for approval, and also opined that entering into the said transaction will make the benefit the Company and the shareholders. Moreover, the Company can use the proceeds from land sale to invest in another project of the group of Company. Moreover, the Company shall recognize the proceeds of sale of land that if the Company has accumulative profit, the Company may pay the dividend which is the benefit of shareholders. Please note that the Director who has conflict of interest do not have the right to vote on this transaction and do not join the meeting regarding this agenda.

10. Opinion of the Company’s Audit Committee and/or directors which are different from the opinions of the Board of Directors information Memorandum regarding the disposition of assets

-None-



บริษัท มิลล์คอน สตีล จำกัด (มหาชน)

MILLCON STEEL PUBLIC COMPANY LIMITED

The Company certified that information in this report is totally correct and complete. Please be informed accordingly.

Sincerely yours,

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(Ms. Jureerat Lapanavanich)

Director



MILLCON STEEL PUBLIC COMPANY LIMITED

INFORMATION MEMORANDUM CONCERNING THE ACQUISITION OF THE SHARES OF
SUNTECH METAL CO., LTD AND WORLD WIRE PROCESSING CO., LTD AND ENTERING INTO
CONNECTED TRANSACTIONS

31 July 2015

Re: Information memorandum concerning the acquisition of the shares of Suntech Metal Co., Ltd and World Wire Processing Co., Ltd and entering into connected transactions

Attn: President of The Stock Exchange of Thailand

Whereas the Board of Directors' Meeting of Millcon Steel Public Company Limited (The "Company") held on 29 July 2015, resolved to approve the convening of the Extraordinary General Meeting of the Shareholders to consider and approve the following acquisition:

1. All of Suntech Metal Company Limited (The "Suntech")'s common shares that is currently hold by General Engineering Public Company Limited ("GEL") or 99.99% of total share in an amount of 807,000,000 Baht ("**Acquisition of Suntech Business Transaction**").

2. All of World Wire Processing Company Limited (The "**World Wire**")'s common shares that is currently hold by GEL or 99.99% of total share in an amount of 13,999 Baht. The Company will be liable for World Wire's obligations to GEL, which calculates from the estimated date of the Acquisition of World Wire Business Transaction to be completed. However, the value of such obligations must not exceed 223,200,000 Baht, combined with the value of World Wire shares must not exceed 223,213,999 Baht (It is expected the transaction will be completed within September 2015). ("**Acquisition of World Wire Business Transaction**").

Both transactions collectively call the "**Share Purchase Transaction**" , having the combined value not exceed 1,040,213,999 Baht



At present, Suntech engaged in scrap processing business. It can separate steel from others industries waste and processed them into high quality steel scrap that can be used as raw material for midstream steel industry. Its facility located on 63 rai land in Sriracha, Rayong.

World Wire is the owner of 57 rai land located next to Suntech. World Wire is not currently engaging in any business. The purchase of World Wire's share will result on the combining land area of approximately 120 rai. This will facilitate the possible expansion of Suntech in the future.

The Board of Directors also approved the authorization of the Executive Committee to consider, contact, negotiate, amend, agree, enter into, execute, deliver and sign relevant documents and/or the agreement regarding the acquisition of Suntech and World Wire's shares.

The acquisition of Suntech and World Wire is considered as an acquisition of assets by listed company and a connected transaction. Therefore, the Company is required to disclose and obtain the approval on the transaction according to SEC's regulation as follow.

1. The acquisition of assets by listed company

1.1. Suntech's share purchase transaction

The calculated transaction size for Suntech's share purchase transaction is 10.08% from the Net Tangible asset criteria.

1.2. World Wire's share purchase transaction

The calculated transaction size for World Wire's share purchase transaction is not exceeding 1.34% from the total value of consideration criteria.

Therefore, the transaction size for both transactions (the total amount of both transactions will not exceed 1,040,213,999 Baht which consists of 807,000,000 Baht for the Acquisition of Suntech Business Transaction and not exceed 233,213,999 Baht for Acquisition of World Wire Business Transaction). Therefore, the maximum calculated of transaction size will not exceed 11.42%, under the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition and Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure



of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (the “Acquisition and Disposal of Asset Transaction Notification”).

2. The connected transaction

2.1. Suntech’s share purchase transaction

Currently, the Company does not hold any stake in Suntech. However, the seller is the Company’s major shareholder (GEL currently hold 19.4% of the total shares in the Company) Therefore, this transaction is considered as a connected transaction (the amount of the transaction exceeds Baht 20 million and 3% of net tangible asset). The transaction size in this case is 17.68%.

2.2. World Wire’s share purchase transaction

Currently, the Company does not hold any stake in World Wire. However, the seller is the Company’s major shareholder (GEL currently hold 19.4% of the total shares in the Company). Therefore, this transaction is considered as a connected transaction. (the amount of the transaction exceeds Baht 20 million and 3% of net tangible asset). The transaction size in this case will not exceed 5.11%.

Both transactions are considered as the connected transaction with combined size of 22.79 % of the Company’s total net tangible asset. According to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (the “Connected Transaction Notification”), the Company is required to prepare and submit the report and disclose the transaction to the SET and hold a shareholders’ meeting to obtain approval for entering into such transaction.

The Board of Directors has approved to appoint JVS Financial Advisory Company Limited as an Independent Financial Advisor to comment on the transaction as required by the Acquisition and Disposal of Asset Transaction Notification and the Connected Transaction Notification. The transaction is required to be approved the vote no less than 3 of 4 of total vote



of shareholder who participate in the meeting and eligible to vote, excluding those vote with conflict of interest. The Company will send meeting invitation along with report of the Independent financial advisor at least 14 days before meeting date.

Transaction Detail

1. Date, Month, Year to enter into the transaction

The Company will carry out the acquisition of Suntech and World Wire's shares only after all of the acquisition conditions are fulfilled. The company expected the transaction to be completed within September 2015.

2. Counterparties and their relation to the company

2.1. Parties

Buyer: Millcon Steel Public Company Limited

Seller: General Engineering Public Company Limited

2.2. Related Parties

Name	Relation	Number of Suntech shares in GEL's holding	Number of World Wire shares in GEL's holding
2. General Engineering Public Company Limited	The Company's major shareholder (19.44%)*	72,599,998	139,990

* As of 2 April 2015, GEL holds The Company's common shares and preferred shares in the amount of 480,344,788 shares and 249,555,211 shares respectively.

In addition, as of 29 July 2015 as the approval date of the transaction, both parties has one mutual director which is Mr. Sophon Pholprasith who is the Company's director and GEL's director and vice chairman. However, he is not both executive director and authorized director.



3. General Explanation in relation to the Nature of the Transaction

3.1. Suntech's share purchase transaction

1. Asset to be Acquired	All of Suntech's ordinary shares that currently own by GEL which account for 99.99% of total Suntech's share (Par value Baht 10 per share)
2. Seller	General Engineering Public Company Limited
3. Buyer	Millcon Steel Public Company Limited
4. Total value of payment	Baht 807,000,000
5. Payment Method	By cash. The Company may use the cash received from the sale of land to settle this transaction.
6. Conditions for the transaction	<p>1. The financial status of Suntech as of the transaction date shall be as follows:</p> <p>1.1. No additional long-term liabilities other than those disclosed as of 31 March 2015 (except the change in the amount due to the normal business operation)</p> <p>1.2. Current assets is greater than the current liabilities</p> <p>2. No selling of material fixed assets, except receive approval from the Company</p> <p>To enter into the Suntech and World Wire's share purchase transactions and the land disposition transaction with GEL, the Company needs to receive a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter</p>
7. Conditions To Be Completed	As at the transaction date, GEL must concurrently



Concurrently with the Transaction	complete the Company's land acquisition with approximate area not exceed 180 rais in Rayong Province.
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3.2. World Wire's share purchase transaction

1. Asset to be Acquired	All of World Wire's ordinary shares that currently own by GEL which account for 99.99% of total World Wire's share (Par value Baht 100 per share)
2. Seller	General Engineering Public Company Limited
3. Buyer	Millcon Steel Public Company Limited
4. Total value of payment	Not Exceed 233,213,999 Baht. This figure consist of 13,999 Baht as the payment for World Wire's share and the company will be liable for World Wire's obligations to GEL, which calculates from the estimated date of the Acquisition of World Wire Business Transaction to be completed. However, the value of the obligations must not exceed 233,200,000 Baht, combined with the value of World Wire shares must not exceed 223,213,999 Baht (The Company expected that the transaction will be completed within September 2015).
5. Payment Method	By cash. The Company may use the cash received from the sale of land to settle this transaction.
6. Conditions for the transaction	1. The financial status of World Wire as of the transaction date shall be as follows: 1.1. No additional long-term liabilities other than those disclosed as of 31 March 2015 (except the change in the amount due to the normal business operation)



	<p>1.2. Except for GEL's liabilities and interest, World Wire must not have additional liabilities compared to the figure disclosed in World Wire's financial statements as of 31 March 2015 (except the change in the amount due to the normal business operation)</p> <p>3. No selling of material fixed assets, except receive approval from the Company</p> <p>4. The Company will undertake all World Wire's obligations to GEL until the completion of the Acquisition of World Wire Business Transaction date. However, the value of the obligations combined with the value of World Wire shares must not exceed 233,200,000 Baht</p> <p>5. GEL must buy assets of World Wire which are not used for Suntech's operating and expansion business back. These assets consist of land with area of 2-03-88 rais located in Pathomthani Province and land with area of 180 square wah located in Chiangmai Province.</p> <p>To enter into the both share acquisition transactions and the land disposition transaction with GEL, the Company needs to receive a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter</p>
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7. Conditions To Be Completed Concurrently with the Transaction	As at the transaction date, GEL must concurrently complete the Company's land acquisition with approximate area not exceed 180 rais in Rayong Province.
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3.3. Transaction size under acquisition of assets criteria

The aforementioned transaction is considered as an acquisition of assets transaction under the Notification of the Acquisition or Disposal of Assets, by having the formula as follows:

Criteria	Formula
Net Tangible Asset (NTA)	= Percentage of Suntech or World Wire's shares acquired by the Company x [Suntech or World Wire's NTA after restructuring / the Company's NTA]
Net profit after taxes from normal business operation	= Percentage of Suntech or World Wire's shares acquired by the Company x (Suntech or World Wire's Net profit after taxes from normal business operation / the Company's Net profit after taxes from normal business operation)
Total Value of Consideration	= Total Maximum Value of Consideration for Suntech or World Wire's ordinary share acquisition / the Company's Total Assets
Value of Securities which are issued by listed company for the asset acquired	= Maximum number of shares which the Company expected to issue for the Seller of Suntech or World Wire's shares / the Company's number of paid-up shares



The transaction size calculations based on the comparative methods are as follows:

3.3.1. Transaction size of the Suntech's share purchase transaction

Criteria Used to Calculation	Formula (Mn Baht)	Transaction Size (%)	Criteria Used to Disclosure
5. Net Tangible Asset (NTA)	= <u>99.99%</u> x (460,220,000 /4,564,659,000) * Based on Suntech's Financial Statements as of 31 March 2015	10.08 %	No action required
6. Net profit after taxes from normal business operation	Unable to calculate by this criteria since both the Company and Suntech had negative profit after taxes from normal business operation	-	-
7. Total Value of Consideration	=(807,000,000 /17,400,217,000)	4.64%	No action required
8. Value of Securities which are issued by listed company for the asset acquired	Unable to calculate due to no issuance of new securities	-	-

Remark:

The aforementioned calculation used figures based on the Company's Consolidated Financial Statements for the period ended 31 March 2015. However, the calculation of net profit method



used the Company's net profits from the latest 4 consecutive quarters (1 April 2014 – 31 March 2015) compared with figures from the Audited Financial Statements for the period ended 31 March 2015 of Suntech.

3.3.2. Transaction size of the World Wire's share purchase transaction

Criteria Used to Calculation	Formula (Mn Baht)	Transaction Size (%)	Criteria Used to Disclosure
1. Net Tangible Asset (NTA)	Unable to calculate because World Wire has negative equity	-	-
2. Net profit after taxes from normal business operation	Unable to calculate by this criteria since both the Company and World Wire had negative profit after taxes from normal business operation	-	-
3. Total Value of Consideration	= (223,213,999 / 17,400,217,000) *Include the World Wire's obligations that the Company will undertake*	1.34%	No action required
4. Value of Securities which are issued by listed company for the asset acquired	Unable to calculate due to no issuance of new securities	-	-



In this regard, both aforementioned transactions are considered as the acquisition of assets transaction with the combined transaction size of 11.42% (which is the highest transaction size of the calculation by the Net Tangible Asset criteria for Suntech and the total value of consideration criteria for World Wire). The total amount of both transactions will not exceed 1,040,213,999 Baht which consists of 807,000,000 Baht for the Acquisition of Suntech Business Transaction and not exceed 233,213,999 for Acquisition of World Wire Business Transaction.

3.4. Size of Connected transaction

Calculation of the transaction size in relation to the connected persons is as follows:

3.4.1. Transaction size of the Suntech's share purchase transaction

Name	Relationships	Suntech's Shares To Be Acquired by the Company	Total Value (Baht)
1. GEL	Shareholder in Suntech (99.99%), World Wire (99.99%) and the Company (19.44%) (As of 2 April 2015)	99.99% of Total ordinary shares	807,000,000

This above transaction is considered as a connected transaction according to the Connected Transaction Notification. Based on the Financial Statements as of 31 March 2015, the transaction size is equivalent to 17.68% of the Company's net tangible asset (807,000,000 / 4,564,659,000) which is exceeds Baht 20 million or 3% of the Company's net tangible asset. Consequently, the Company is obliged to submit and disclose Information Memorandum regarding the Transaction to the SET and hold a shareholders' meeting to obtain approval for entering as follows:

- (1) To be approved, the Transaction needs a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter.



- (2) Appoint Independent Financial Advisor to give opinion on the transaction as required by the Connected Transaction Notification.

In the past 6 months, the Company and its subsidiaries have not entered into any transactions that is considered to be an asset acquisition and connected transaction with GEL. However, the Company had sale & service transactions with GEL which was only normal business transaction.

3.4.2. Transaction size of the World Wire's share purchase transaction

Name	Relationships	World Wire's Shares To Be Acquired by the Company	Total Value (Baht)
1. GEL	Shareholder in Suntech (99.99%), World Wire (99.99%) and the Company (19.44%) (As of 2 April 2015)	99.99% of Total ordinary shares	223,213,999 *Include the World Wire's obligations that the Company will undertake*

This above transaction is considered as a connected transaction according to the Connected Transaction Notification. Based on the Financial Statements as of 31 March 2015, the transaction size is equivalent to 5.11% of the Company's net tangible asset (233,213,999/4,564,659,000) which is exceeds Baht 20 million or 3% of the Company's net tangible asset. Consequently, the Company is obliged to submit and disclose Information Memorandum regarding the Transaction to the SET and hold a shareholders' meeting to obtain approval for entering as follows:

- (1) To be approved, the Transaction needs a vote of not less than three-fourths of the total number of votes of the shareholders attending and eligible to vote at the meeting, excluding the votes of shareholders having interest on this matter.



- (2) Appoint Independent Financial Advisor to give opinion on the transaction as required by the Connected Transaction Notification.

In addition, the combined connected transaction size for both transactions is not exceed 22.79%

In the past 6 months, the Company and its subsidiaries have not entered into any transactions that is considered to be an asset acquisition and connected transaction with GEL. However, the Company had sale & service transactions with GEL which was only normal business transaction.

4. Details of acquired assets

The acquired assets are 99.99% of total ordinary shares of Suntech and World Wire.

4.1. Suntech's Information

4.1.1. General Information

Suntech is a private company with the registered number 0205548021174, having registered office at 339 Moo 6 Pakruam-Ao Udom, Bowin, Sriracha, Chonburi Province.

4.1.2. Nature of Business

In 2005, Suntech started its business on scrap metal and recycling for sale to ironworks. All customers are in Thailand. Suntech's strengths are as follows:

- 1) Has been active in the market more than 10 years and is well recognized by customers, supplier and financial institution.
- 2) Proficient and experienced management team

Plant and equipments locates at 339 Moo 6 Pakruam-Ao Udom, Bowin, Sriracha, Chonburi Province. Land has area of 63-0-0 rai, of which has the appraised value of Baht 315,000,000 for land and Baht 30,876,223 for building.

Equipments, according to the accounting list of assets, include 42 items of which has the appraised value of Baht 117,000,000.



The aforementioned appraised value of both assets was appraised by K.K. Valuation Co., Ltd., an independent appraiser under the approval of the Securities and Exchange Commission (the “SEC”).

4.1.3. Management of Suntech

Management includes Mr. Prawit Horrungruang (Chief Executive Officer), Mr. Thani Lokeskravee (Managing Director), Mr. Ithiphol Diawwanich (Authorized Director) and Mr. Wuttichai Setthabutr (Authorized Director). All have well proficiency and experiences and are renowned and recognized in Thai steel industry. Their brief biographies are as follows:

Mr. Prawit

Horrungruang

Education

- BBA, Assumption University (Marketing)
- Mini MBA, Thammasart University
- MMP, Chulalongkorn University

Experiences

Management of business relating freight charge of cargo ship and steel manufacturer, i.e. Nakhornthai Steel Works (a manufacturer of steel bar, re-rolling steel type), NTS Steel Group (a manufacturer of steel bar) and Nakornthai Strip Mills (a manufacturer of hot-rolled steel sheet)

Mr. Thani Lokeskravee

Education

- B.S. Financial Management at Southern Illinois University, Carbondale, Illinois (1995)
- M.B.A. at Loyola University of Chicago, Chicago, Illinois (1997)
- Certificate of Management Development Program at Wharton School of Business, University of Pennsylvania (2010)

Experiences

- United Glass Partnership Limited (1998 – 2000)
- SCG Trading Co., Ltd. (2000 – 2015)



Mr. Ithiphol

Diawwanich

Education

- First-class honours in B. Eng. (Metallurgical Engineering), Chulalongkorn University
- Doctor of Science (Metallurgy) School of Engineering, Massachusetts Institute of Technology

Experiences

Assistant Professor at Department of Metallurgical Engineering, Faculty of Engineering, Chulalongkorn University and advisors in various steel business companies, i.e. Thai Tech Steel 2003 Co., Ltd. (a manufacturer of cast iron and steel iron), SAF Steel Co., Ltd. (an importer and manufacturer of mold and special steel), Sigma and Hearts Co., Ltd. (a manufacturer of motorcycle part), Kasemsakdi Trading Co., Ltd. (a manufacturer of billet and steel bar), etc.

Mr. Wuttichai

Setthabutr

Education

- B.B.A. National University, California, U.S.A.
- M.A. Programme in International Economics and Finance, Chulalongkorn University

Experiences

- G O Form Co., Ltd.
- G Steel Plc.
- General Engineering Plc.

4.1.4. Suntech's Board of Directors

Presently, Suntech's Board of Directors consists of the 4 members as follows:

1. Mr. Ithiphol Diawwanich
2. Mr. Prawit Horrungruang
3. Mr. Wuttichai Setthabutr



4. Mr. Thani Lokeskraevee

4.1.5. Suntech's Shareholders

Presently, Suntech's shareholders consist of 3 persons (as of 30 April 2015) as follows:

Name		Ordinary Shares (Shares)
1.	GEL	71,599,998
2.	Mr. Ithiphol Diawwanich	1
3.	Mr. Thawat Ananthanawanich	1
	รวม	71,600,000

4.1.6. Summary of Key Financials (Summarized from Suntech's Financial Statements)

STATEMENTS OF FINANCIAL POSITION OF SUNTECH	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	2.37	19.77	63.30	4.84
Trade accounts receivable – Other company	148.74	102.12	256.17	30.93
Other receivable	-	-	0.05	1.57
Inventory	305.72	377.91	54.35	35.71
Refundable value added tax	-	35.27	11.75	12.50
Advance for withholding tax and income tax	-	-	-	0.94
Advances to suppliers for purchases of goods	-	20.89	41.55	-
Other current assets	71.26	1.69	1.26	0.06
TOTAL CURRENT ASSETS	528.09	557.66	428.43	86.55
NON-CURRENT ASSETS				



STATEMENTS OF FINANCIAL POSITION OF SUNTECH	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
Property, plant and equipment - net	117.54	118.86	149.49	186.07
Other non-current asset	2.21	2.04	1.98	1.94
TOTAL NON CURRENT ASSETS	119.75	120.90	151.46	188.01
TOTAL ASSETS	647.84	678.56	579.89	274.56
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Trade accounts payable	162.26	136.49	111.15	112.82
Other payable	-	1.91	1.49	2.09
Accrued expense	7.42	2.45	3.90	2.19
Accrued interest	-	0.04	3.70	12.14
Advance	-	-	-	2.74
Short-term loans from company and other person	-	11.75	387.18	20.00
Current portion of liabilities under finance leases	-	4.31	-	0.16
Other current liabilities	17.94	7.77	0.40	0.66
TOTAL CURRENT LIABILITIES	187.62	164.72	507.82	152.81
NON-CURRENT LIABILITIES				
Retirement benefit obligations	-	7.28	7.98	1.30
TOTAL NON-CURRENT LIABILITIES	0.00	7.28	7.98	1.30
TOTAL LIABILITIES	187.62	172.00	515.80	154.11
SHAREHOLDERS' EQUITY				
Authorized share capital	716.00	716.00	326.00	326.00
Issued and paid-up share capital	716.00	716.00	326.00	326.00
Retained earnings	(255.78)	(209.45)	(261.91)	(205.55)



STATEMENTS OF FINANCIAL POSITION OF SUNTECH	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
TOTAL SHAREHOLDERS' EQUITY	460.22	506.55	64.09	120.45
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	647.84	678.56	579.89	274.56
STATEMENTS OF COMPREHENSIVE INCOME OF SUNTECH	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
Sales of goods	339.00	1,795.82	697.04	1,008.78
Sales of services	0.00	1.57	5.74	7.51
Cost of goods	373.00	1,781.90	756.11	1,036.07
Cost of services	0.00	1.36	9.33	7.35
Gross profit	(34.00)	14.14	(62.65)	(27.12)
Gain on disposal of land	0.24	91.97	70.00	-
Gain on exchange rate	-	0.33	-	-
Interest income	-	0.12	2.30	-
Remission of interest income	-	0.00	25.77	-
Other income	-	5.52	3.67	4.83
Selling and Administrative expenses	12.20	46.57	86.32	39.11
Profit (losses) before financial cost and income tax	(45.96)	65.52	(47.23)	(61.40)
Financial cost	0.39	13.06	3.66	3.90
Profit (losses) for the period	(46.35)	52.46	(50.89)	(65.30)
Earnings (loss) per share (Baht)	(0.65)	1.05	(1.56)	(2.00)



4.2. World Wire's Information

4.2.1. General Information

World Wire is a private company having its registered office at 4 4 / 2 , Moo 2 , Tivanon Road, Tambon Bangkadee, Ampoe Muang, Pathumthani Province.

4.2.2. Nature of Business

Previously, World Wire provides installation services of joint connection products for bridge and road, precast concrete product and GRC wall panel but currently ceased operation. However, presently World Wire's operation has been ceased but it is land owner of which details are as follows:

- (1) Land with total area of 2-3-88 rai located at Tambon Bangkadee (Kasong), Ampoe Muang, Pathumthani Province;
- (2) Land with total area of 1-80-0 rai located at Tambon Nongphung, Ampoe Saraphee, Chiangmai Province;
- (3) Land with total area of 57-0-58.5 rai located at Tambon Bowin, Ampoe Sriracha, Chonburi Province, having the appraised value totaling Baht 2 8 5 , 7 12,50 0 **by cost approach method** which appraised by K.K. Valuation Co., Ltd., an independent appraiser under the approval of the SEC.

World Wire must sell land to GEL that not used in operation which mentioned in (1) and (2) above before entering into the transaction.

4.2.3. World Wire's Board of Directors

Presently, World Wire's Board of Directors consists of the 3 members as follows:

1. Mr. Thawat Ananthanawanich
2. Mr. Thitipong Tangpoonphonvivat
3. Mr. Wuttichai Setthabutr

4.2.4. World Wire's Shareholders

Presently, World Wire's shareholders consist of 4 persons (as of 30 April 2015) as follows:



For the Period Ended		Ordinary Shares (Shares)
1.	GEL	139,990
2.	Mr. Apiruk Chutrakul	8
3.	Mr. Paisan Choosaeng	1
4.	Mrs. Visajja Khochasena	1
	รวม	140,000

4.2.5. Summary of Key Financials (Summarized from World Wire's Financial Statements)

STATEMENTS OF FINANCIAL POSITION OF WORLDWIRE	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	0.39	0.34	3.57	3.32
Trade accounts receivable – Other company	0.03	0.03	0.03	0.66
Other receivable	0.10	0.10	0.08	0.07
TOTAL CURRENT ASSETS	0.52	0.47	3.68	4.04
NON-CURRENT LIABILITIES				
Restricted deposits with banks	-	1.00	1.00	1.00
Retentions receivable due within one year	-	-	-	2.19
Refundable value added tax	-	1.31	1.23	1.44
Property, plant and equipment - net	231.70	231.71	105.37	8.32
Assets not used in operations	-	0.90	0.90	0.90
Other non-current assets	3.23	-	0.60	0.28
TOTAL NON-CURRENT LIABILITIES	234.93	234.92	109.10	14.12
TOTAL ASSETS	235.45	235.39	112.78	18.17



STATEMENTS OF FINANCIAL POSITION OF WORLDWIRE	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Trade accounts payable	0.51	0.51	0.51	0.72
Other payable - related companies	236.05	0.31	0.06	0.00
Deferred interest – related companies	-	5.36	0.16	0.00
Short-term loan from related companies	-	229.00	103.00	0.01
Other current liabilities	0.40	0.05	0.08	0.11
TOTAL CURRENT LIABILITIES	236.96	235.24	103.81	0.84
TOTAL LIABILITIES	236.96	235.24	103.81	0.84
SHAREHOLDERS' EQUITY				
Authorized share capital	14.00	14.00	14.00	14.00
Issued and paid-up share capital	14.00	14.00	14.00	14.00
Retained earnings				
Appropriated for legal reserve	1.40	1.40	1.40	1.40
Unappropriated	(16.91)	(15.25)	(6.42)	(3.96)
Other components of shareholders' equity	-	-	-	5.88
TOTAL SHAREHOLDERS' EQUITY	(1.51)	0.15	8.98	17.32
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	235.45	235.39	112.78	18.17

STATEMENTS OF COMPREHENSIVE INCOME OF WORLDWIRE	31-Mar-15	31-Dec-14	31-Dec-13	31-Dec-12
(Unit: Mn Baht)	Reviewed	Audited	Audited	Audited
Sales of services	-	-	-	1.44



Cost of services	-	-	-	2.06
Gross profit	0.00	0.00	0.00	(0.62)
Rental income	0.00	0.37	0.37	0.37
Interest income	0.00	0.03	0.05	0.00
Other income	0.10	0.00	0.00	0.21
Selling and Administrative expenses	0.07	1.09	2.73	0.53
Profit (losses) before financial cost and income tax	0.03	(0.69)	(2.31)	(0.58)
Financial cost	1.69	8.14	0.16	0.03
Profit (losses) for the period	(1.66)	(8.82)	(2.47)	(0.60)
Earnings (loss) per share (Baht)	(11.86)	(63.03)	(17.61)	(4.31)

5. Total Value of Consideration and Payment, Basis Used to Determine Total Value of Consideration and Payment

The Company appointed UOB Kay Hian Securities (Thailand) Plc, which is financial advisor under the approval of the SEC, as the Company's financial advisor to evaluate the appropriate value of the transactions. The financial advisor has considered various methods to appraise value of the transaction under commonly accepted standard and suggested that

- 5.1. The appropriated method for Suntech was Discounted Cash Flow Method (DCF) which the transaction value was equal to Baht 823 million
- 5.2. The appropriated method for World Wire was Net Adjusted Asset Value as of 31 March 2015 which was equal to Baht 52 million



Total Assets (as of December 31,2014)	Baht 235 Million
<u>Minus</u> Total Liabilities (as of 31 December 2014)	Baht 235 Million
<u>Plus</u> Surplus on revaluation of assets (Reference Appraisal Report from K.K.Valuation Co.,Ltd. as of July 22, 2015)	<u>Baht 52 Million</u>
Net Adjusted Asset Value	<u>Baht 52 Million</u>

Therefore, the Company determined to set the transaction value with GEL to purchase 99.99% of Suntech' share at Baht 807 million and to purchase 99.99% of World Wire shares at 13,999 Baht including the undertaking of all World Wire's obligations up to the transaction date in the amount of not exceed Baht 233.21 million.

6. Source of fund

The payment of this transaction will be made by cash. However, the Company already agree with GEL that the Company may use the proceeds from the sale of land in Rayong Province not exceed 180 rais to GEL to settle with the payment for this transaction. The proceeds from the land sale is not exceed Baht 1,314 million which is higher than the payment required for this transaction.

7. Benefits expected to be generated as the result of the transaction

Suntech engaged in scrap processing business. Its facility located on 63 rais land in Sriracha, Rayong Province. World Wire is the owner of 57 rais of land located next to Suntech. The purchase of Suntech and World Wire's shares will result on the combining land area of approximately 120 rais. This will facilitate the possible expansion of Suntech in the future. The Company expected the following benefit from this transaction as follow

- 4) The completion of steel manufacturing stream: The acquisition of Suntech will help company expand its business to scrap sourcing and processing which is considered as the upstream business for the Company's current business. It will also help improve the



quality of metal scrap which eventually helps improve the efficiency and yield of the company's current smelting and billet casting process.

- 5) Ensure the availability of scrap: Suntech has its own network to acquire metal scrap from all over the country. This will help ensure that the Company will have enough metal scraps as raw material for [producing billets which will be used for producing long products](#)
- 6) Cost reduction: The Company is now in the process of shifting its product to special grade steel which requires higher quality of raw material. The acquisition of Suntech will help improve the quality of metal scrap which is one of the material require for producing those special grade steel
- 7) Enough land for expansion: The acquired land of the Company can help ensure that Suntech will have enough land for its future expansion.

8. Others information

In order to complete this transaction, and after the conditions set forth in Clause 3 are occurred, the Company needs to receive shareholders' approval on the following transactions:

- 1) The acquisition of Suntech's shares in the amount of 807,000,000 Baht from GEL.
- 2) The acquisition of World Wire's share in the amount of 13,999 Baht from GEL and the undertaking of all exsiting World Wire's obligations to GEL which calculates from the estimated date of the Acquisition of World Wire Business Transaction to be completed, such obligations will not exceed 233,200,000 Baht (The Company expected the Acquisition of World Wire Business Transaction will be be completed within September 2015) Therefore, the total value of this transaction will not exceed 233,213,999 Baht.
- 3) The disposal of lands which notot exceed 180 rais to GEL in the amount of not exceed than Baht 1,314,000,000.

If the Company's shareholders do not approve either one of above condition, the Company will not enter into all the transactions.



9. Opinion of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors already considered the said transaction carefully and acknowledged that entering the said transaction will benefit the Company in the way that already mentioned above. Moreover, the offer price is reasonable. Therefore, the Board of Directors agreed to approve the entering of the said transactions. Please note that the Director that has conflict of interest do not have the right to vote on this transaction and do not join the meeting regarding this agenda.

10. Opinion of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors information Memorandum regarding the acquisition of assets

-None-

The Company certified that information in this report is totally correct and complete. Please be informed accordingly.

Sincerely yours,

.....

(Ms. Jureerat Lapanavanich)

Director