



MILL 006/2016

March 11, 2016

Subject: Dividend Payment, Capital Increase and Set date for the Annual General Meeting of Shareholder No. 1/2016 (Addition)

Attention: President

The Stock Exchange of Thailand

Enclosure 1. Capital Increase Report Form (F53-4)

Millcon Steel Public Company Limited ("Company") would like to inform the significant resolution of the board of directors No. 3/2016 held on March 11, 2016 are as follows.

1. Approve to distribute the accrued dividend payment for year 2014 at the rate of 5 percent per annum of capital investment of preferred shareholders. The details are as follows:
 - Preferred share Type A in the amount of 283,164,171 shares, total of Bhat 59,464,475.91
 - Preferred share Type B in the amount of 11,700,000 shares, total of Baht 2,340,000.00
 - Preferred share Type C in the amount of 334,827,586 shares, total of Baht 34,999,999.98Totally of Baht 96,804,475.89

2. Approve to propose the shareholder meeting to consider appropriated legal reserve in the amount of Baht 12,789,543.92 calculating to be 5% of operating profit of year 2016 [after less deficit](#) and distribute the dividend payment to preferred shareholders Type A, Type C and Ordinary shares as follows:

2.1 Preferred shares Type A.

Cash dividend paid to preferred shares Type A in the ratio of Baht 0.21 per share. The company has preferred shares Type B in the amount of 6,666,600 shares and calculated as pay cash dividend to shareholder in amount of Baht 1,399,986.00 calculating to be 5 percent of capital investment which specified in the article of association of company regarding to dividend payment to preferred shareholders Type A

[Remark](#) – Preferred shares type A. in the amount of 276,497,571 shares expired on March 8, 2016. Therefore, Company will pay dividend to preferred shares type A. in the amount of 6,666,600 shares.

- All preferred shares type B. in the amount of 11,700,000 shares expired on March 8, 2016.

2.2 Preferred shares Type C

Cash dividend paid to preferred shares Type C in the ratio of Baht 0.1015 per share. The company has preferred shares Type C in the amount of 344,827,586 shares and calculated as pay



cash dividend to shareholder in amount of Baht 34,999,999.98 calculating to be 5 percent of capital investment which specified in the article of association of company regarding to dividend payment to preferred shareholders Type A

2.3 Ordinary shares

As the article of association of company is required to company to distribute the dividend payment to preferred shareholders at the rate of 5 percent of capital investment first. For the dividend payment to preferred shareholders as mentioned in item 1) and item 2) total of Baht 36,399,985.98. 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 3,702,906,467 shares which shall be pay cash dividend to ordinary shareholders rate is 0.02 Baht per 1 ordinary share total in the amount of Baht 74,058,129.34.

[Remark Preferred shares type A in the amount of 276,497,571 shares in the amount of 276,497,571 shares and preferred shares type B in the amount of 11,700,000 shares will right cash dividend same ordinary shares.](#)

[Dividend payment is payment from Separate Financial Statement which have retain earning. Therefore, dividend payment from Separate Financial Statement doesn't effect Consolidated Financial Statement.](#)

The total of dividend to ordinary shareholder and preferred shareholders, as stated in 2.1 to 2.3 above, totally of Baht 110,458,115.32

The Company has specified the record date for the rights of the shareholders to receive dividend on May 10, 2016 and to list the name of those shareholders pursuant to section 225 of SEC ACT by book closing method on May 11, 2016.

3. Approve to propose the shareholder meeting to re-elect the following directors who are due to retire by rotation, as the Company's directors as the same for another terms

- | | |
|------------------------------|---|
| 1. General Winai Phattiyakul | Chairman of the Board / Chairman of Audit Committee / Independent Direct |
| 2. Mr. Apichart Chirabandhu | Director / Audit Committee Member / Chairman of Nomination and Remuneration Committee / Chairman of CG Committee / Independent Director |
| 3. Mr. Sakchai Tanaboonchai | Director / Independent Director |
| 4. Mr. Sophon Pholprasith | Director |

Determine the remuneration for the directors as follows;

The Remuneration per month:

Chairman	Baht 60,000 per month
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Vice-Chairman	Baht 25,000 per month
Director	Baht 20,000 per month
Chairman of Audit Committee	Baht 10,000 per month
Audit Committee	Baht 5,000 per month

Meeting allowance as follows;*

Chairman	Baht 10,000 per time
Vice-Chairman	Baht 5,000 per time
Director	Baht 5,000 per time

Remark: The meeting allowance shall not exceed 8 times per year and the director who was an audit committee is not entitled to receive the allowance in each meeting. In addition, the director of the Nomination and Remuneration Committee, CG Committee, Risk Management Committee and Investment Committee shall be paid for this additional allowance in amount of 5,000 Baht per time with the maximum rate of 8 times per year. However, the executive director is not entitled to receive the allowance as mentioned above.

4. Approve to propose the shareholder meeting to appoint the following auditors from C.W.W.P. Service Co., Ltd. to be the company's auditors.

1. Ms. Wanya Puttasatean	CPA License No. 4387
2. Mr. Chedsuk Aonmongkol	CPA License No. 7195
3. Ms. Chantra Wongsriudomporn	CPA License No. 4996
4. Ms. Waraporn Intaraprasit	CPA License No. 7881

Determine the maximum amount of auditing fees for the fiscal year 2016 at not exceed than 6,290,000 Thai Baht.

5. Approved to propose the shareholder meeting to consider the capital reduction in amount of Baht 80,000,000 from Baht 2,256,452,336.60 to Baht 2,176,452,333.60 by cancelling the Company's unissued ordinary shares in amount of 200,000,000 shares at the par value of Baht 0.40, details as follows:

- The amount of 200,000,000 capital increase ordinary shares at the par value of Baht 0.40 which issued by the Annual General Shareholders Meeting 1/2015, held on April 27, 2015.

The decreased of these registered shares excluded:



- Share accommodating exercise right under warrant to purchase the ordinary shares in the amount of 680,178,687 shares allocated to the shareholders on a pro-rata basis (MILL-W2) and,
- Share accommodating exercise right under warrant to purchase the ordinary shares in the amount of 625,696,931 shares allocated to the shareholders on a pro-rata basis (MILL-W3) and,
- Share accommodating exercise right under issued convertible denture in the amount of 80,854,563 shares

6. Approve to propose the shareholder meeting to consider and approve the increase of the company's registered capital [type General Mandate](#) in amount of Baht 80,000,000 by issuing newly ordinary shares in amount of 200,000,000 shares at the par value of Baht 0.40. The registered capital will be changed Baht 2,176,452,333.60 to Baht 2,256,452,333.60.

7. Approve to propose the shareholder meeting to consider and approve the apportion of new ordinary shares at the amount 200,000,000 shares as below:

- Apportion of new ordinary shares not exceeding 200,000,000 shares to be offered on a private placement basis to specific persons as defined in the notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 regarding the request and the permission to propose to sell newly issued share in the share price of not less than 90% of market price as defined in the Securities and Exchange Commission and the offering price 7 – 15 working day prior to determine offer price day, the objective of shares is for support new company's working capital and/or to payment debt.

8. Approve to determine the date of Annual General Meeting of Shareholder No. 1/2016 on April 29, 2016 at 02:00 p.m. at Mae Nam Ramada Plaza Bangkok Hotel, Mae Nam Grand Ballroom , Chareonkrung Road, Bangkholame Bangkok 10120 for consideration the agendas are as follows:

- Agenda 1 To consider adopting the minutes of the Extra Annual General Meeting of Shareholders No. 1/2019
- Agenda 2 To acknowledge the Company's performance for the year 2015
- Agenda 3 To consider approving the Company's financial statement for the year ended December 31, 2015.
- Agenda 4 To consider approving the appropriation legal reserve and dividend payment
- Agenda 5 To consider approving the re-election of the directors who are due to retire by rotation and fix the remuneration.



บริษัท มิลล์คอน สตีล จำกัด (มหาชน)

MILLCON STEEL PUBLIC COMPANY LIMITED

- Agenda 6 To consider appointing of certified public accountant for the accounting year of 2016 and fixing the remuneration of the auditors
- Agenda 7 To consider approving the decrease of the Company's registered capital
- Agenda 8 To consider approving the amendment of Clause 4 of the Company's Memorandum of association to be in line with the reduction of the Company's registered capital
- Agenda 9 To consider approving the increase of the Company's registered capital
- Agenda 10 To consider approving the amendment of Clause 4 of the Company's Memorandum of association to be in line with the increase of the Company's registered capital
- Agenda 11 To consider approving the allocation of the newly-issued ordinary share
- Agenda 12 To acknowledge the distribution of accrued dividend payment to preferred shareholders for year end 2014
- Agenda 13 Others (if any)

In this regards, the Company has set the record date for the rights of the shareholders to attend the Annual General Meeting No. 1/2016 and vote on March 28, 2016 and to list the name of those shareholders in accordance with SEC Act, section 225 by book closing method on March 29, 2016

Please be inform accordingly,

Yours sincerely,

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(Ms. Jureerat Lapanavanich)

Director



Capital Increase Report Form
Millcon Steel Public Company Limited

March 11, 2016

We, Millcon Steel Public Company Limited (the "Company"), office located at 52 Thaniya Plaza Building 29th floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, hereby inform the resolutions of the Board of Directors Meeting No. 3/2016 held on March 11, 2016, in respect of a capital increase and shares allotment as follows:

1. Capital increase

The meeting of the board of directors passed a resolution approving the increase of a registered capital of the Company from Baht 2,176,452,333.60 to Baht 2,256,452,333.60 by means of the issuance of 200,000,000 new ordinary shares with a par value of 0.40 baht each

Capital Increase	Type of Share	No. of Share (Shares)	Par value (Baht / share)	Total (Baht)
<input type="checkbox"/> specifying the purpose of utilizing proceeds	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Shares	200,000,000	0.40	200,000,000

2. Allotment of new shares

The Board of Directors' Meeting passed a resolution approving the allotment of not exceeding 200,000,000 ordinary shares with a par value of Baht 0.40 each, totaling Baht 80,000,000, the details are as follows:



Allotted to	Type/Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
Private placement	Not exceeding 200,000,000 ordinary shares	N.A.	Not lower than Market Price Please see Remarks No. 1	Subject to Board of Directors' decision	Please see Remarks No. 2 below for further details

Remarks No. 1

"Market Price" means the weighted average price not less than 90% of the price of shares of the Company in the Stock Exchange of Thailand for the past seven or fifteen consecutive business days prior to determine offer price day.

Remarks No. 2

The Executive Committee, or the Managing Director or persons or a group of persons delegated by the Executive Committee, or the managing director, shall be authorized to consider and determine other details in relation to the shares allocation e.g., (1) each allocation of preferred shares or ordinary shares shall be made at one time or from time to time, offering period, offering price, payment of share price, conditions and other details in connection with the allocation of such preferred shares and ordinary shares, (2) to enter into negotiations, agreements, execution of relevant documents and contracts and take any action in connection with the allocation of such preferred shares and ordinary shares, (3) to file an application for approval or waiver and evidence which is necessary and relevant to the allocation of such preferred shares and ordinary shares, including to contact, submit such application, waiver, document and evidence to governmental authority or relevant authority, register such ordinary shares with the Stock Exchange of Thailand, and shall be authorized to take any other necessary and reasonable action in connection with such allocation of such preferred shares and ordinary shares.

3. Schedule for shareholders meeting to approve the capital increase and the allocation of shares

The Annual General Meeting of Shareholder No. 1/2016 will be held on April 29, 2016, at 14:00 p.m. at Mae Nam Grand Ballroom, Mae Nam Ramada Plaza Hotel 2nd Floor Chareonkrung Road, Bangkholame Bangkok 10120 and arranged to specify the names of the shareholders entitled to attend the Annual General Meeting of Shareholder No. 1/2016 (Record Date) on March 1, 2016, as well as collecting the names of entitled shareholders



บริษัท มิลล์คอน สตีล จำกัด (มหาชน)

MILLCON STEEL PUBLIC COMPANY LIMITED

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 March 29, 2016.

4. Approval of the capital increase/share allotment by relevant governmental agency and related conditions

4.1 The Ministry of Commerce: to register the increase of registered capital and paid-up capital.

4.2 The Stock Exchange of Thailand: to request approval for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

5. Benefits which the company will receive from the capital increase and share allotment:

5.1 The company has a strong financial position.

5.2 The company has increased its liquidity of the business

6. Benefits which the shareholders will receive from the capital increase and share allotment:

6.1 Dividend policy:

The policy of the Company and its subsidiary is pay a total dividend of not less than 40% of our net profit after tax and statutory reserve and various reserves as required by law. However, our board of directors may amend the dividend policy at any time to take into account the financial position and financial performance, capital investment, and any others necessary and appropriate for the operation of the company in the future.

7. Other necessary details for shareholder to consider of the approval of increasing registered capital / allotment:

- None -

8. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase or allotment of new shares:



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MILLCON STEEL PUBLIC COMPANY LIMITED

Procedure	Date/Month/Year
Board of Directors' Meeting No. 3/2016	March 11,2016
Record Date	March 28,2016
Collecting names of entitled shareholders under Section 225	March 29,2016
Annual General Meeting of shareholder no. 1/2016	April 29, 2016
Registration of capital increase with the Ministry of Commerce	Within 14 days from the date of shareholders meeting's resolution

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly.

Yours sincerely,

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(Ms. Jureerat Lapanavanich)

Director