



MILL 011/2016

29 April 2016

Subject : The resolution of the Annual General Meeting of Shareholders No.1/2016

Attention: President

The Stock Exchange of Thailand

Millcon Steel Public Company Limited ("Company") would like to inform the significant resolution of the board of directors No. 1/2016 held on April 29, 2016 are as follows.

1. Unanimously approved the adoption on the minutes of meeting of the Extraordinary General Meeting of the shareholders No.1/2015 on September 18, 2015.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,682,439,353 | 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 votes

3. Unanimously approved the financial statement of the Company for the year ended December 31, 2015 which have been considered by the Certified Public Accountant.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,754 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

4. Unanimously approved allocation of net profit as legal reserve in the amount of Baht12,789,543.92 and dividend Payment for Type A., Type C. Preferred Shareholder and Ordinary Shareholder are as details follows:

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 A 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.
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.

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 and preferred shares type B in the amount of 11,700,000 shares will right cash dividend same ordinary shares.

The total of dividend to ordinary shareholder and preferred shareholders, as stated in 1 to 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. The due date for dividend payment is within May 27, 2016.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

5. Majority vote approved ^๓ the re-election of the following directors:

1. General Winai Phattiyakul Chairman of the Board / Chairman of Audit Committee / Independent Director

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,675,379,281 | votes |
| Disapproved | 8,303,500 | votes |
| Abstained | - | votes |

2. Mr. Apichart Chirabandhu Director / Audit Committee Member / Chairman of Nomination and Remuneration Committee / Chairman of CG Committee / Independent Director

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,675,379,281 | votes |
| Disapproved | 8,303,500 | votes |
| Abstained | - | votes |

3. Mr. Sakchai Tanaboonchai Director / Independent Director

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,675,379,281 | votes |
| Disapproved | 8,303,500 | votes |
| Abstained | - | votes |

4. Mr. Sophon Pholprasith Director

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,675,379,281 | votes |
| Disapproved | 8,303,500 | votes |
| Abstained | - | votes |

And majority vote approved the director's remuneration for the year 2016, as follows:

The Remuneration per month:

| | | |
|---------------------|----------|-----------|
| Board Chairman | 60,000.- | THB/month |
| Board Vice-Chairman | 25,000.- | THB/month |
| Board Member | 20,000.- | THB/month |

Meeting allowance is also provided based on number of meetings attended:

| | | |
|---------------------|----------|----------|
| Board Chairman | 10,000.- | THB/time |
| Board Vice-Chairman | 5,000.- | THB/time |
| Board Member | 5,000.- | THB/time |

Any director who concurrently serves on the Audit Committee will be additionally remunerated as follows:

| | | |
|------------------------------|----------|-----------|
| President of Audit Committee | 10,000.- | THB/month |
| Member of Audit Committee | 5,000.- | THB/month |

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.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,675,379,281 | votes |
| Disapproved | 8,303,500 | votes |
| Abstained | - | votes |

6. Unanimously approved to appoint the following auditors from **C.W.W.P. Service Co., Ltd.** as the Company's Auditors for fiscal year 2016.

1. Ms.Wanya Puttasatean CPA License No. 4387
2. Mr.Cherdksakul Aonmongkol CPA License No. 7195

In the case that the auditor whose names appear above cannot carry out their duty, C.W.W.P. Service Co., Ltd. is authorized to appoint another auditor of C.W.W.P. Service Co., Ltd. to perform the work. C.W.W.P. Service Co., Ltd. and the two auditors mentioned above are completely independent from the Company and have no relation/interest with the Company/subsidiaries/executives/major shareholders or connected persons.

C.W.W.P. Service Co., Ltd. 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 2016 at not to exceed THB 2,150,000.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

7. Unanimously approved the amendment to Clause 4. of the Company's Memorandum of Association for the propose of reserving for convert the expired preferred shares to ordinary shares, by using following word,

From

| | | | |
|------------|---------------------|-----------------------|---|
| "Clause 4. | Registered capital | Baht 2,256,452,333.60 | (Baht two thousand two hundred fifty-six million four hundred fifty-two thousand three hundred and thirty-three point six only) |
| | Divided into | 5,641,130,834 shares | (five thousand six hundred forty-one million one hundred thirty thousand eight hundred and thirty-four shares) |
| | Par value per share | Baht 0.40 | (Baht zero point four zero) |
| | Consisting of: | | |
| | Ordinary shares | 5,001,439,077 shares | (Five thousand and one million four hundred thirty-nine thousand and seventy-seventy shares) |
| | Preferred shares | 639,691,757 shares | (Six hundred thirty-nine million six hundred ninety-one thousand seven hundred and fifty-seven shares) |

To

| | | | |
|------------|--------------------|-----------------------|--|
| "Clause 4. | Registered capital | Baht 2,256,452,333.60 | (Baht two thousand two hundred fifty-six million four hundred fifty-two thousand three hundred and thirty- |
|------------|--------------------|-----------------------|--|

| | | |
|---------------------|----------------------|--|
| capital | | three point six only) |
| Divided into | 5,641,130,834 shares | (five thousand six hundred forty-one million one hundred thirty thousand eight hundred and thirty-four shares) |
| Par value per share | Baht 0.40 | (Baht zero point four zero) |
| Consisting of: | | |
| Ordinary shares | 5,289,636,648 shares | (Five thousand two hundred eighty-nine million six hundred thirty-six thousand six hundred and forty-eight shares) |
| Preferred shares | 351,494,186 shares | (Three hundred fifty-one million four hundred ninety-four thousand one hundred and eighty-six shares) |

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

8. Unanimously approved decreasing of the Company's registered capital by Baht 80,000,000, by canceling the 200,000,000 unsold ordinary shares with a par value of Baht 0.40 (Baht zero point four zero) per share, from the current registered capital of Baht 2,256,452,333.60 to Baht 2,176,452,333.60

The decreased of these registered shares excluded:

- A. 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,
- B. 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,
- C. Share accommodating exercise right under issued convertible denture in the amount of 80,854,563 shares

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

9. Unanimously approved amendment to 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 2,176,452,333.60 | (Baht two thousand one hundred seventy-six million four hundred fifty-two thousand three hundred and thirty-three point six only) |
| | Divided into | 5,441,130,834 shares | (Five thousand four hundred forty-one million one hundred thirty thousand eight hundred and thirty-four shares) |
| | Par value per share | Baht 0.40 | (Baht zero point four zero) |
| | Consisting of: | | |
| | Ordinary shares | 5,089,636,648 shares | (Five thousand eighty-nine million six hundred thirty-six thousand six hundred and forty-eight shares) |
| | Preferred shares | 351,494,186 shares | (Three hundred fifty-one million four hundred ninety-four thousand one hundred and eighty-six shares) |

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

10. Majority vote approved increasing of the Company's registered capital type General Mandate by Baht 80,000,000 , by issuing 200,000,000 new ordinary shares with a par value of Baht 0.40 per share, from the registered capital of Baht 2,176,452,333.60 to Baht 2,256,452,333.60

- Amount up to Baht 80,000,000 (Baht eighty million) by issuance and selling ordinary shares not exceeding 200,000,000 shares at the par value of Baht 0.40.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,495 | votes |
| Disapproved | - | votes |
| Abstained | 286 | votes |

11. Unanimously approved amendment to 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 2,256,452,333.60 | (Baht two thousand two hundred fifty-six million four hundred fifty-two thousand three hundred and thirty- |
|------------|--------------------|-----------------------|--|

three point six only)

Divided into 5,641,130,834 shares (five thousand six hundred forty-one million one hundred thirty thousand eight hundred and thirty-four shares)

Par value per Baht 0.40 (Baht zero point four zero)
share

Consisting of:

Ordinary shares 5,289,636,648 shares (Five thousand two hundred eighty-nine million six hundred thirty-six thousand six hundred and forty-eight shares)

Preferred shares 351,494,186 shares (Three hundred fifty-one million four hundred ninety-four thousand one hundred and eighty-six shares)

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,781 | votes |
| Disapproved | - | votes |
| Abstained | - | votes |

12. Majority vote approved the allocation of the Company's newly issued ordinary shares, details of allocations as follows:

- 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. Determine offer period in a year after the shareholder's meeting has the resolution approve.

With voting results as follows:

| | | |
|-------------|---------------|-------|
| Approved | 2,683,682,495 | votes |
| Disapproved | - | votes |
| Abstained | 286 | votes |

13. Acknowledged the distribution of accrued dividend payment to preferred shareholders for year end 2014, are detail as follow:

- 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 34,999,999.98
- Totally of Baht 96,804,475.89.

Please be informed accordingly,

Yours sincerely,

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(Ms.Jureerat Lapanavanich)

Director