



MILL 021/2016

September 30, 2016

**Subject:** The Disposal of Million Miles Co., Ltd.'s Ordinary Shares

**Attention:** President

The Stock Exchange of Thailand

According to the Board of Directors' Meeting of Millcon Steel Public Company Limited ("the Company") no. 5/2016, held on July 13, 2016 had the resolved and approved to sold Million Miles Co., Ltd. ("Million Miles")'s ordinary shares in the amount of 1,814,999 shares to the connected person which be within the scope of connected transaction under the Notification of Capital Market Supervisory Board No. Tor.Chor.21/2551 concerning the connected transaction 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. The details are as follows;

**1. The date of the transaction**

The Company already sold Million Miles' ordinary shares on September 19, 2016

**2. The connected person and their relationship to the Company**

Buyer : Mr. Sunthorn Jitboontaweek

Seller : Millcon Steel Public Company Limited

Relationship to the Company : Be the husband of Ms. Sutthirat Leeswadtrakul who is the director of the Company.

**3. Detail of the asset**

Million Miles Co., Ltd. established since February 1, 2010. As of December 31, 2015 Million Miles had capital registered 150,000,000 Baht which the Company held Million Miles' ordinary shares in the amount of 1,814,999 shares at par value 10 Baht per share or in the proportion of 12.10% of Million Miles' capital registered, the book value per share is at 8.69 Baht. Further, as of June 30, 2016 the Company had guaranteed on credit lines in type of hire-purchase credit and loan credit to Million Miles in the amount of 64,863,426 Baht. The Company had issued notice to Million Miles not to use additional credit line and had informed the banks to cancel the guarantee on credit, because the Company had decreased the equity in Million Miles caused Million Miles to not be the Company's associated anymore which the Board of Directors' Meeting of the Company no. 5/2016 had resolved and approved to sell all Million Miles' ordinary shares.



#### 4. Total value of the disposal asset

The amount of 1,814,999 Baht of Million Miles' ordinary shares which the cost are at 10 Baht. The buyer and the seller had agreed to buy and sell in the total amount of 23,500,000 Baht or 12.94 Baht per share and when included the guarantee on credit line, the total amount shall be 64,863,426 Baht. Therefore, the disposal of asset's total value be in the amount of 88,363,426 Baht. This said value had been agreed subject to the resolutions of the Board of Directors' Meeting.

#### 5. Transaction size

This transaction is the disposal of asset that the Company has calculated transaction size according to the Notification of the Capital Market Supervisory Board Tor Jor. 21/2551 Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2004. The details are as follows;

Basis of Calculation	Transaction size
Net tangible asset (NTA) value basis*	1.52
Net profit basis	Cannot be calculation
Total value of consideration basis	0.13
Value of securities issued as consideration for the acquired asset basis	Cannot be calculation

Remark\* Net tangible asset value basis is calculate as follows;

Financial Statement	MILL	Million Miles
	30 June 2016	31December 2015
Total assets	18,421,027,000	478,540,426
Intangible assets	346,772,000	23,503
Total liabilities	12,222,341,000	348,239,584
Non-controlling interests	38,069,000	-
<b>Net tangible asset value</b>	<b>5,813,845,000</b>	<b>130,277,338</b>

The above transaction is deemed to be the connected transaction. The transaction size is 1.52% of net tangible asset value which more than 0.03% but not exceed 3% of net tangible asset value of the Company. The Board of Directors' Meeting had resolved and approved this transaction and disclosed to the Stock Exchange of Thailand.



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MILLCON STEEL PUBLIC COMPANY LIMITED

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**6. Benefits from the transaction**

As the Company had received cash payment resulting of the Company to have more liquidities and can be used to invest in other business which help to enhance the growing of the Company's business.

**7. The voted of the Board of Directors**

The directors who have interests / conflict of interests in this matter did not participate and consider in the vote in the Board of Directors' Meeting.

**8. The opinion of the Company's Board of Directors' Meeting**

The member of Board of Directors' Meeting except the directors who have conflict of interest had considered the entering into the connected transaction in respect of the most benefits for the shareholders which the Board of Directors' Meeting had the same opinion with the Audit Committee's Meeting as it will provide the most benefit for the Company. Therefore, the Board of Directors' Meeting of the Company had approved this transaction.

Please be inform accordingly,

Yours sincerely,

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(Ms. Jureerat Lapanavanich)

Director