



MILL 012/2017

15 May 2017

Subject : Notification of the resolution of the Board of Directors' Meeting

Attention: President

The Stock Exchange of Thailand

Enclosure The details of the disposal of the assets and entering into connected transactions.

Millcon Steel Public Company Limited ("the Company") would like to the resolution of the Board of Directors' Meeting of the Company, held on May 12, 2017. The detail are as follow;

1. The resolution approved to the Company has determined the names of shareholders who shall be the right to Warrant 4 on June 7, 2017 and the date for collecting the names of shareholders under the SEC Act by closing the share register book on June 8, 2017.
2. The resolution approved the reduction of proportionate shareholding of Lonkong Studio Co., Ltd. ("Longkong") due to internal restructuring of Longkong so as to support their business expansion. Enclosure 1

Please be informed accordingly,

Yours sincerely,

.....
(Ms.Jureerat Lapanavanich)

Director



The Disposal of the Assets and entering into Connected Transactions.

Subject : The Disposal of the Assets and entering into Connected Transactions.

Attention: President

The Stock Exchange of Thailand

According to the Board of Directors' Meeting of Millcon Steel Public Company Limited ("the Company") no. 3/2017 held on, 12 May 2017, the resolution approved the reduction of proportionate shareholding of Lonkong Studio Co., Ltd. ("Longkong") which the Company is holding 40% of paid up registered capital. Reducing Longkong proportionate shareholding of the Company is due to internal restructuring of Longkong. The details are as follow;

1. The date of the transaction

The company expects to be completed within July 2017.

2. Connected parties and relationship with the listed company

2.1 Parties

Shareholders reducing their proportionate shareholding : Millcon Steel Public Company Limited

Shareholders increasing their proportionate shareholding : All existing shareholders of Builk Asia Co., Ltd. ("BUILK")

1. Longkong Studio Co., Ltd.
2. Mr. Pongsawat Krishnamra
3. Mr. Patai Padungtin
4. Mr. Teeraboon Ariyasuthiwong
5. Ms. Linna Kanoknitanan
6. Ms Sirirat Rungpetcharat
7. Mr. Pavut Pongvitayapanu
8. Mr. Thanee Loketkavee
9. Ms. Sureerat Leeswadtrakul
10. Mr. Soonthorn Jitboonthaveesuk
11. Mr. Santi Chaowanantakul
12. Mr. Mavee Simaroch
13. Mr. Wirulsuk Poonlap
14. Mr. Methee Boonpichetwong
15. Mr. Channarong Burittrakul



2.2 Connected parties

Name	Relationship
Mr. Thanee Loketkavee	As the fourth executive of the Company
Ms. Sureerat Leeswadtrakul	As connected person with Mr. Sittichai Leeswadtrakul which is the company's director
Mr. Soonthorn Jitboonthaveesuk	As the husband of Ms. Sutthirat Leeswardtrakul which is the company's director

3. The Nature of the Transaction

Lonkong Studio Co., Ltd. would like to restructure their own internal organization and their subsidiary:- BUILK so as to support their business expansion, and also increase their overall company value to support funds raising in the Stock Exchange of Thailand in the future. Restructuring is proceeded by issuing and allotting 52,025 new ordinary shares at the offer price of 415 bath/share with excess value from its par of 405 bath/share (Par value of 10 baht) to the existing shareholders of BUILK, which is a subsidiary held by Londkong around 78% of its paid up registered capital. In case restructuring process is succeeded, Londkong will purchase all shares of BUILK from its shareholders. Then, Londkong will hold all paid up registered capital of BUILK which is totally 100%.

Due to new ordinary shares issued, the Company received by right offering is 20,810 shares, par value of 10 baht. The Company and all existing Longkong shareholders decided to deny to subscribe all those amount of Londkong's new ordinary shares so that all BUILK's existing shareholders will have a right to purchase the unsubscribed shares under the terms and conditions approved by the Shareholder Meeting of Longkong. There are 3 persons of BUILK's existing shareholders relating to SET's rules and regulation: Connected transactions with the Company.

However, the mentioned activity above must be approved by the Shareholder meeting of Longkong which will be arranged on May 26, 2017.

4. Total value of the disposal asset

The amount of new issued ordinary shares of Longkong which the Company received by right offering is 20,810 shares at the offer price of 415 baht/share, totally 8,636,150 baht, which the Company denied to subscribe the new ordinary shares according to the internal restructuring of Longkong. As a result, the unsubscribed shares will be allocated to all BUILK's existing shareholders who have expressed their intentions to subscribe. There are 3 persons of BUILK's existing shareholders relating to SET's rules and regulation: Connected transactions with the Company as follows:

1. Mr. Thanee Loketkavee New ordinary shares subscribed 4,769 shares at price 415 baht/share
totally 1,979,135 baht



2. Ms. Sureerat Leeswadtrakul New ordinary shares subscribed 3,577 shares at price 415 baht/share totally 1,484,455 baht
3. Mr. Soonthorn Jitboonthaveesuk New ordinary shares subscribed 3,577 shares at price 415 baht/share totally 1,484,455 baht

The value of new ordinary shares subscribed of those mentioned persons above is totally 4,948,045 baht

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	Criteria Used to Disclosure
Net tangible asset (NTA) value basis*	0.21	None
Net profit basis	0.08	None
Total value of consideration basis	0.05	None
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	Longkong
	31 March 2017	31 December 2017
Total assets	18,599,262,000	39,966,107
Intangible assets	341,664,000	3,750,195
Total liabilities	12,666,218,000	6,612,662
Non-controlling interests	40,191,000	-
Net tangible asset value	5,551,189,000	29,603,251

The above transaction is deemed to be the connected transaction. The transaction size is 0.09% 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.



6. List of Directors and Shareholding Structure after Dilution

Directors of Longkong

1. Mr. Pongsawat Krishnamra
2. Mr. Teeraboon Ariyasuthiwong
3. Mr. Patai Padungtin
4. Mr. Thanee Loketkavee Representative from the Company
5. Ms. Sureerat Leeswadtrakul Representative from the Company

Shareholder Structure is clarified in details as the table below:

Name	Share amount	Percent (%)
Millcon Steel PLC.	133,334	34.60
Mr. Pongsawat Krishnamra	53,834	13.97
Mr. Patai Padungtin	53,834	13.97
Mr. Teeraboon Ariyasuthiwong	53,834	13.97
Mr. Thanee Loketkavee	4,769	1.24
Ms. Sureerat Leeswadtrakul	3,577	0.93
Mr. Soonthorn Jitboonthaveesuk	3,577	0.93
Other	78,600	20.40
Total	385,359	100.00

7. Benefits from the transaction

According to similarity of core businesses of Longkong and BUILK, Longkong would like to restructure their internal organization as mentioned above. After restructuring, Longkong will hold totally 100% of BUILK's registered capital. This will increase overall value of their whole businesses as well as increase management capabilities in terms of both revenue and cost management due to the reduction in duplicated operation costs. Moreover, Longkong's organization management will be more compacted and well-managed in order to support their business expansion.

Owing to their company overall value increasing from the increase of their business' strength and efficiency combined with their business growth due to future expansion plans, this will bring Longkong the better business performances. Also, Longkong's ordinary shares value held by the Company will be increase. As a result, the Company will receive more returns.

8. 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.



9. 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