



MILL 004/2018

March 14, 2018

Subject: Notification of dividend payment, capital increase and setting the date of the Annual General Meeting of Shareholder No. 1/2018

Attention: President  
The Stock Exchange of Thailand

Enclosure: 1. Preliminary Details of Warrants to purchase the ordinary shares of Millcon Steel Public Company Limited No. 5 (MILL-W5)  
2. Capital Increase Report Form (F53-4)

Reference is made to the meeting of board of directors of Millcon Steel Public Company Limited (the "Company") No. 2/2018 held on 14 March 2018 where the following significant resolutions were passed:

1. Having the resolution to approve the Company to sell the unused land located at Banlang Sub-district, Muang Rayong District, Rayong.
2. Having the resolution to approve the Company to propose the shareholder meeting to consider the allocation of profits for legal reserve and dividend payment to ordinary shareholder and preferred shareholders Group C including the outstanding dividend payment for preferred shareholder Group C for the year 2016, details are as follows:

2.1 To allocate the profit for legal reserve in amount of Baht 65,938,399.87, are equal to 5% of operating profit of year 2017 after less deficit, total appropriated legal reserve is in amount of Baht 111,170,458.56 or is equal to 5.26% of registered capital.

2.2 To pay the dividend to preferred shareholder and ordinary shareholder, details are as follows:

2.2.1 To pay the dividend to preferred shareholder Group C in amount of Baht 38,999,999.88 as follows:

- Outstanding dividend payment for the year 2016 in amount of Baht 19,499,999.94.
- Dividend payment for the year 2017 in amount of Baht 19,499,999.94.

In this regard, the dividend payment for each year mentioned above is equal to 5% of investment fund.

2.2.2 To allocate the dividend ordinary share to ordinary shareholder in the ratio of 15 ordinary share per 1 dividend ordinary share, not exceeding than 270,823,262 shares, par value is at Baht 0.40. The allocation of dividend ordinary share is equal to the dividend



payment at Baht 0.0267 per share calculated in total amount at Baht 108,329,304.80. In the case that the Company calculates the ordinary share to be in amount of the fraction, the Company will then cut off that fraction and will pay cash dividend at Baht 0.0267 per share.

- 2.2.3 To pay the dividend in amount not exceeding than Baht 13,541,163.10, at Baht 0.0033 per share, in order to support the withholding tax in the proportion of 10% of the income according to section 50 (2) of Revenue Code.

The dividend payment to ordinary shareholder in item 2.2.2 and 2.2.3, calculated together is equal to the dividend payment at Baht 0.03 per share.

In this regard, the Record date to specify the right to receive the dividend is on May 7, 2018 and the due date of dividend payment is on May 25, 2018.

3. Having the resolution to approve the Company to propose the shareholder meeting to re-elect the following directors who are due to retire by rotation, to be the Company's directors for another terms

- |                                |   |
|--------------------------------|---|
| 1. POL. GEN. Soontorn Saikwan  | Vice Chairman of the Board / Independent Director |
| 2. Mr. Pratana Bongkojmass     | Director / Audit Committee / Independent Director |
| 3. Mr. Sittichai Leeswadtrakul | Director / President / CEO                        |
| 4. Miss Suttirat Leeswadtrakul | Director  |

Determine the remuneration for monthly basis as follows:

Chairman	Baht 60,000	per month
Vice-Chairman	Baht 25,000	per month
Director	Baht 20,000	per month
Audit Committee Chairman	Baht 10,000	per month
Audit Committee	Baht 5,000	per month
Corporate Governance Committee Chairman	Baht 30,000	per month

Attendance fee is as follows:

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

**Remark:** The attendance fee to be paid to director who attended the meeting shall not more than 8 times per year and the director who is an audit committee is not entitled to receive an attendance fee in each meeting. In addition, the director who is a nomination and Remuneration Committee / Corporate Governance Committee / Risk



Management Committee / Investment Committee is entitled to receive additional attendance fee in amount of 5,000 Baht per time with the maximum rate of 8 times per year. The above remuneration shall not be applied for executive director of the company.

In this regard, the total of remuneration budget is THB 3,740,000. When the budget has been allocated to each board and it has not been fully paid, the outstanding budget to be allocated to other board as pro rata basis of each board's performance.

4. Having the resolution to approve the Company 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. Waraporn Intaraprasit	CPA License No. 7881
4. Ms. Cholticha Lertvilai	CPA License No. 12258
5. Ms. Waraporn Panpakdeenupong	CPA License No. 12261

Determine the maximum amount of auditing fees for the fiscal year 2018 not exceeding than 3,320,000 Thai Baht. (Excluding Vat.)

5. Having the resolution to approve the Company to propose the shareholders' meeting to consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 5 in the amount not exceeding than 905,058,084 (Nine hundred and five million fifty eight thousand and eighty four) units to the Company's existing shareholders (both the ordinary shares and the preferred shares) as its proportion without charge at the ratio of 5 (five) existing ordinary shares per 1 (one) unit of warrants, whereby 1 (one) unit of warrants can be exercised to purchase 1 (one) ordinary share of the Company at an exercise price of THB 1.80 (One Baht and Eighty Satang) per share as mentioned in the Preliminary Details of Warrants to Purchase Ordinary Shares to be allocated to Existing Shareholders of the Company. Details are as in Enclosure No. 1.

In this regard, the Board of Directors or person(s) entrusted by the Board of Directors shall have the power to consider determining and amending the terms, conditions and other details relating to the warrants, including the details relating to the exercise of rights under the warrants, entering into, negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions necessary and appropriation relating to the warrants and in connection with the issuance and offering of such warrants, including the listing of such warrants on the Stock Exchange of Thailand, and filing applications for approval with the relevant authorities.

6. Approve to propose the shareholder meeting to consider and approve the increase of the company's registered capital in amount of THB 659,271,011.20 by issuing newly ordinary shares in amount of 1,648,177,528 shares at the par value of Baht 0.40. The registered capital will be increased from THB 2,114,244,321.20 to THB 2,773,515,332.40, details are as follows:

1) Increasing of the company's registered capital under General Mandate in the amount of Baht 160,000,000 (One hundred sixty million baht), divided into the new ordinary shares in the number of 400,000,000



shares (Four hundred million shares) at a par value of Baht 0.40 (forty satang) or 9.87% of paid-up capital to be offered under a Private Placement scheme for sale to the Private Placement Investors,

2) Specifying the purpose of utilizing in the amount of Baht 362,023,233.60 divided into the new ordinary shares in the number of 905,058,084 shares at a par value of Baht 0.40 to be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. to be offered to the existing shareholders of the Company.

3) Increasing of the company's registered capital in the amount of Baht 102,995,971.60, divided into the new ordinary shares in the number of 270,823,262 shares. For support stock dividend payment to ordinary shareholders.

4) Increasing of the company's registered capital in the amount of Baht 17,549,182.80, divided into the new ordinary shares in the number of 43,872,957 shares for support adjustment of exercise price and ratio of MILL-W3.

5) Increasing of the company's registered capital in the amount of Baht 11,369,290.00, divided into the new ordinary shares in the number of 43,872,957 shares for support adjustment of exercise price and ratio of MILL-W4.

The objectives of issuance of the shares in the items No. 1) and 2) above are for Company's business expansion and/or working capital and/or repayment of debt;

7. Approve to propose the shareholder meeting to consider and approve the apportion of new ordinary shares as below:

- Apportion of new ordinary shares not exceeding 400,000,000 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.

- In this regards, the board of director is entitled to determine any details in relation to allotment such as (1) allotment of share one time or occasionally, offering period, determination of offering price, terms of payment and other terms and condition on the allotment of new shares (2) negotiation, signing in any related document and agreement including arraying any necessary matter on the allotment of new shares and (3) signing in the application, requested document and any necessary document on the allotment of new shares including contacting and filling application or requested document, document and documentary evidence to the related government office and submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such bonds, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.

- Allotment of new ordinary shares not exceeding 905,058,084 shares at the par value of Baht 0.40 for the reservation of the exercise of right under the warrants to purchase the Company's ordinary shares No. 5



- Allotment of new ordinary shares not exceeding 270,823,262 shares for support stock dividend payment to ordinary shareholders

- Allotment of new ordinary shares not exceeding 43,872,957 shares for support adjustment of exercise price and ratio of MILL-W3

- Allotment of new ordinary shares not exceeding 28,423, shares for support adjustment of exercise price and ratio of MILL-W4

8. Approve to determine the date of Annual General Meeting of Shareholder No. 1/2018 on April 27, 2018 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 adopt the minutes of 2017 Annual General Meeting of Shareholders
Agenda 2	To acknowledge the report of the operating results of the Company for the year 2017
Agenda 3	To consider and approve the financial statements of the Company for the fiscal year ended 31 December 2017
Agenda 4	To consider and approve the allocation of profits for legal reserve and dividend payment.
Agenda 5	To consider and approve the re-election of the directors who are due to retire by rotation and determine the remuneration of director.
Agenda 6	To consider and approve the appointment of the Company's auditor and determination of the auditor's remuneration for fiscal year 2018.
Agenda 7	To consider and approve the issuance and offering of the warrants to purchase the Company's ordinary shares No. 5 not exceeding 905,058,084 units.
Agenda 8	To consider and approve the increase of the Company's registered capital in amount of THB 659,271,011.20 by issuing newly ordinary shares in amount of 1,648,177,528 shares at the par value of THB 0.40. The registered capital will be changed from THB 2,114,244,321.20 to THB 2,773,515,332.40.
Agenda 9	To consider and approve 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 10	To consider and approve the allocation of the newly-issued ordinary share
Agenda 12	Others (if any)

In this regards, the Company has determined the names of shareholders who shall be entitled to attend the Annual General Meeting No. 1/2018 on March 29, 2017



บริษัท มิลล์คอน สตีล จำกัด (มหาชน)

MILLCON STEEL PUBLIC COMPANY LIMITED

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Please be informed accordingly.

Yours sincerely,

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(Ms. Jureerat Lapanavanich)

Director

Preliminary Details of Warrants to Purchase the Ordinary shares of  
Millcon Steel Public Company Limited No. 5

Type of the warrants	Warrants to Purchase the Ordinary shares of Millcon Steel Public Company Limited No. 5 be allocated to Existing Ordinary Shareholders and Preferred Shareholders of the Company as Shareholding Proportion (the "Warrant No. 5" or "MILL-W5")
Type of Warrants	In named and transferable certificates
Term of Warrants	2 years from the Issue Date of the Warrant No. 5
Number of Warrants	905,058,084 Units
Offering Price	0 Baht per unit (0 Baht)
Offering Method	Allocating to the existing shareholders of the Company (both ordinary and preferred shareholders) without charge at ratio of 5 ordinary shares per 1 unit of warrants (any fraction shall be discarded). By allocating to existing ordinary shareholders 866,634,438 units and exiting preferred shareholders 38,423,646 units.
Number of Capital Increase Ordinary Shares Reserved for the Exercise of Right under Warrants	905,058,084 shares with a par value of Baht 0.40 (forty satang) each.
Exercise Ratio	1 unit of warrants for 1 ordinary share (unless the exercise ratio is adjusted pursuant to the conditions of the rights adjustment).
Exercise Price	The exercise price of MILL-W5 is at Baht 1.80 per share (at a par value of Baht 0.40 (forty satang) per share). (unless the exercise ratio is adjusted pursuant to the conditions of the rights adjustment).
Exercise Period	Holder of MILL-W5 shall be entitled to exercise their rights under MILL-W5 on the last business day of every March, June, September and December of each year throughout the term of the MILL-W5 The first exercise date shall be in the last business day of September 2018. In the event that the last exercise date is on the Company's holiday, the last exercise date shall be rescheduled to the last business day before the last exercise date. For the last exercise period, there shall be not less than 15 days prior to the last exercise date to declare the intention to exercise the right. The Board of Directors or persons entrusted by the Board of Directors shall consider and determine the first exercise date and the last exercise date thereafter.

<b>Offering Period</b>	The Company shall complete the offering of the MILL-W5 within 1 year commencing from the date on which the meeting of shareholders approves the issuance and offering of the MILL-W5. The Board of Directors or persons entrusted by the Board of Directors shall consider and determine the conditions and details thereof.
<b>Secondary Market of the Warrants</b>	The Company shall apply for a listing of the MILL-W5 on the Stock Exchange of Thailand.
<b>Secondary Market of the Ordinary Shares from the Exercise of Right</b>	The Company shall apply for a listing of the ordinary shares from the exercise of right under the MILL-W5 on the Stock Exchange of Thailand.
<b>Registrar</b>	Thailand Securities Depository Company Limited
<b>Adjustment of Exercise Price and Exercise Ratio</b>	<p>The Company shall adjust the exercise price and exercise ratio to ensure that the benefits to the holders of the MILL-W5 are not less than their existing entitlements in the case when any of the following events occurs.</p> <ol style="list-style-type: none"> <li>1. The Company changes the par value of the shares of the Company due to a combination or split-up of shares.</li> <li>2. The Company offers for sale of any new shares at the offering price being lower than the price calculated based on the market price at or prior to the offering period. Such price calculation shall be in accordance with the calculation method prescribed in the Terms and Conditions.</li> <li>3. The Company offers for sale of any new convertible debentures or warrants by fixing or calculating the price of new shares reserved for the conversion of convertible debentures or the exercise of warrants at the price lower than the price calculated based on the market price at or prior to the offering period of such convertible debentures or warrants. Such price calculation shall be in accordance with the calculation method prescribed in the Terms and Conditions.</li> <li>4. The Company makes payment of dividend, whether in whole or in part, by way of issuing new shares to shareholders.</li> <li>5. The Company pays cash dividend exceeding the rate stipulated in the Terms and Conditions.</li> <li>6. There are any events similar to items 1 – 5 above that may impair benefits of the holders of MILL-W5 when exercise the rights under the warrants. The Company may arrange for the shareholders' meeting to approve the increase of the registered capital to be sufficient for the aforementioned adjustment of exercise price and exercise ratio above. The Board of Directors or persons entrusted by the Board of Directors shall be authorized to consider and determine other conditions and details relating to the adjustment or changes in the exercise ratio and exercise price.</li> </ol>



## Other Conditions

The Board of Directors or persons entrusted by the Board of Directors shall have the power to consider determining and amending the terms, conditions and other details relating to the warrants, including the details relating to the exercise of rights under the warrants, entering into, negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions necessary and appropriation relating to the warrants and in connection with the issuance and offering of such warrants, including the listing of such warrants on the Stock Exchange of Thailand, and filing applications for approval with the relevant authorities.

## Dilution Effects

1. The ordinary shares issued pursuant to the exercise of the warrants shall have the same right and status as the ordinary shares of the Company which have earlier been issued, in all respects.
2. Apart from the ordinary shares in the amount of 905,058,084 shares which have been reserved for the exercise of right under the MILL-W5, the Company may increase its registered capital to be sufficient for accommodating to any events as stipulated in the notification of the Capital Market Supervisory Board in relation to application for and approval of offer for sale of newly issued share warrants and newly issued underlying shares.
3. Dilution effects on the existing shareholders from issuing and offering of the MILL-W5 can be categorized into 8 cases as follows:

**Case 1** Existing Shareholder who has right to receive warrant is the person who exercise all right of the warrant, by that the stock dividend issued by the resolution of the same shareholder meeting is not sold. Besides, the Company cannot offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.

**Case 2** The other person which is not the existing shareholder is the person who exercises all right of the warrant, by that the existing shareholder does not sell the stock dividend issues by the resolution of the same shareholder meeting. Besides, the Company cannot offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.

**Case 3** The other person which is not the existing shareholder is the person who exercises all right of the warrant, by that the existing shareholder sells all stock dividend issues by the resolution of the same shareholder meeting to other person which is not the existing shareholder. Besides, the Company cannot offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.

- Case 4** Existing Shareholder who has right to receive warrant is the person who exercise all right of the warrant, by that the stock dividend issued by the resolution of the same shareholder meeting is sold. Besides, the Company cannot offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.
- Case 5** Existing Shareholder who has right to receive warrant is the person who exercise all right of the warrant, by that the stock dividend issued by the resolution of the same shareholder meeting is not sold. Besides, the Company can offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.
- Case 6** The other person which is not the existing shareholder is the person who exercises all right of the warrant, by that the existing shareholder dose not sell stock dividend issues by the resolution of the same shareholder meeting. Besides, the Company can offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.
- Case 7** The other person which is not the existing shareholder is the person who exercises all right of the warrant, by that the existing shareholder sells all stock dividend issues by the resolution of the same shareholder meeting to other person which is not the existing shareholder. Besides, the Company can offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.
- Case 8** Existing Shareholder who has right to receive warrant is the person who exercise all right of the warrant, by that the stock dividend issued by the resolution of the same shareholder meeting is sold. Besides, the Company can offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.

#### Control Dilution

By

Q0 = Total existing ordinary shares which are equivalent to 4,062.35 million shares.

QP = Total existing preferred shares which are equivalent to 192.12 million shares.

QD = Total capital increase ordinary share from stock dividend payment which are equivalent 270.82 million shares.

QW5 = Total ordinary shares reserved for the exercise of the right under the MILL-W5 which are equivalent to 905.06 million shares.

QPP = Total capital increase ordinary share from offering to Private Placement which are equivalent to 400 million shares.

**Case 1** Be equals to zero because the existing shareholder who receive the right to allocate the warrant, is the person who exercises all right of warrant, by that the stock dividend issued by the resolution of the same shareholder meeting is not sold. Besides, the Company cannot offer to sell the share in the form of General Mandate which issued by the same shareholder meeting to the private placement.

**Case 2** equals to 16.67%

$$\text{Control Dilution} = \text{QW5} / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5})$$

**Case 3** equals to 21.65%

$$\text{Control Dilution} = (\text{QW5} + \text{QD}) / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5})$$

**Case 4** equals to 4.99%

$$\text{Control Dilution} = \text{QD} / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5})$$

**Case 5** equals to 6.86%

$$\text{Control Dilution} = \text{QPP} / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5} + \text{QPP})$$

**Case 6** equals to 22.38%

$$\text{Control Dilution} = (\text{QW5} + \text{QPP}) / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5} + \text{QPP})$$

**Case 7** equals to 11.51%

$$\text{Control Dilution} = (\text{QW5} + \text{QD} + \text{QPP}) / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5} + \text{QPP})$$

**Case 8** equals to 27.03%

$$\text{Control Dilution} = (\text{QD} + \text{QPP}) / (\text{Q0} + \text{QP} + \text{QD} + \text{QW5} + \text{QPP})$$

### Earnings Dilution

The Company has earnings from Year 2017 operation in the amount of Baht 143.09 million

**Case 1** equals to 17.54%

$$\text{Earnings Dilution} = (\text{EPS0} - \text{EPSNEW}) / \text{EPS0}$$

Whereby

$$\text{EPS0} = \text{Net Profit} / \text{Q0} + \text{QP}$$

$$\text{EPSNEW} = \text{Net Profit} / (\text{Q0} + \text{QP} + \text{QW5})$$

**Case 2** equals to 23.47%

$$\text{Earnings Dilution} = (\text{EPS0} - \text{EPSNEW}) / \text{EPS0}$$

Whereby

$$\text{EPS0} = \text{Net Profit} / \text{Q0} + \text{QP}$$

$$\text{EPSNEW} = \text{Net Profit} / (\text{Q0} + \text{QP} + \text{QW5} + \text{QPP})$$

Case 3 equals to 27.03%

$$\text{Earnings Dilution} = (\text{EPS0} - \text{EPSNEW}) / \text{EPS0}$$

Whereby

$$\text{EPS0} = \text{Net Profit} / \text{Q0} + \text{QP}$$

$$\text{EPSNEW} = \text{Net Profit} / (\text{Q0} + \text{QP} + \text{QPP} + \text{QW5} + \text{QPP} + \text{QD})$$

#### Price Dilution

The offering mentioned above didn't effect on price dilution due to the offering price and/or exercise price was not lower than the market price.

#### **Reserved Shares Calculation**

Reserved Shares Ratio equals to 47.75%

= (Total ordinary shares reserved for the exercise of the right under the MILL-W5 + Total ordinary shares reserved for the exercise of the right under the MILL-W4 + Total ordinary shares reserved for the exercise of the right under the MILL-W3 / (Total share paid-up)

Total ordinary shares reserved for the exercise of the right under the MILL-W5 = 905.06 million shares

Total ordinary shares reserved for the exercise of the right under the MILL-W4 = 405.45 million shares

Total ordinary shares reserved for the exercise of the right under the MILL-W3 = 625.70 million shares

Total share paid-up = 4,054.47 million shares

Please be informed accordingly.

Yours sincerely,

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(Ms. Jureerat Lapanavanich)

Director



Capital Increase Report Form  
Millcon Steel Public Company Limited

March 14, 2018

We, Millcon Steel Public Company Limited (the "Company"), office located at 52 Thaniya Plaza Building 29<sup>th</sup> floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, hereby inform the resolutions of the Board of Directors Meeting No. 2/2018 held on March 14, 2018, 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 2,114,244,321.20 to Baht 2,773,515,332.40 by means of the issuance of 605,446,716 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 checked="" type="checkbox"/> specifying the purpose of utilizing proceeds	Ordinary Shares	1,248,177,528	0.40	499,271,011.20
<input checked="" type="checkbox"/> General Mandate	Ordinary Shares	400,000,000	0.40	160,000,000.00

**2. Allotment of new shares**

The Board of Directors' Meeting passed a resolution approving the allotment of not exceeding 1,648,177,528 ordinary shares with a par value of Baht 0.40 each, totaling Baht 659,271,011.20, 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
To be reserved for the exercise of right under the warrants to purchase the Company's ordinary shares No. 5	Not exceeding 905,058,084 ordinary shares	5:1	None(0 Baht)	-	-
To be for support adjustment of exercise price and ratio of MILL-W3	Not exceeding 43,872,957 ordinary shares				
To be for support adjustment of exercise price and ratio of MILL-W4	Not exceeding 28,423,225 ordinary shares				

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. 1/2018 will be held on April 27, 2018, at 14:00 p.m. at Mae Nam Grand Ballroom, Mae Nam Ramada Plaza Hotel 2<sup>nd</sup> 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. 1/2018 (Record Date) on March 29, 2018.

**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.



บริษัท มิลล์คอน สตีล จำกัด (มหาชน)

MILLCON STEEL PUBLIC COMPANY LIMITED

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:

Procedure	Date/Month/Year
Board of Directors' Meeting No. 2/2018	March 14,2018
Record Date	March 29,2018
Record Date to specify the right to receive the dividend	May 7,2018
Annual General Meeting of shareholder no. 1/2018	April 27, 2018
Registration of capital increase with the Ministry of Commerce	Within 14 days from the date of shareholders meeting's resolution
Dividend payment date	May 25,2018

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