



**MILL 026/2011**

**November 14, 2011**

Subject: The Resolutions of the Extraordinary General Meeting of shareholders No. 1/2011

Attention: President the Stock Exchange of Thailand

Mill Con Steel Industries Public Company Limited (the "Company") would like to inform you that the Extraordinary General Meeting of shareholder No. 1/2011 held on November 11, 2011 has pass the resolution as follows:

1. Unanimously adopted the minutes of Annual General Meeting of shareholders No. 1/2011 which was held on April 22, 2011
2. Unanimously approved the acquiring asset of TSSI project, as follows:
  - 2.1 Unanimously approved the investment in newly issued ordinary shares of Ocean Profit Co.,Ltd. (OP)
  - 2.2 Unanimously approved the acquiring the assets of TSSI by Ocean Profit which will be the subsidiary company of MILL.
  - 2.3 Unanimously approved the issuance and offer of convertible debentures with total amount not exceeding THB 1,809,000,000 whose tenor not more than 6 years from the issue date and will be converted according to the terms and conditions prescribed.
    - 2.3.1 The amount of 1,500 million baht for acquiring the assets of the Thai Special Sheet Industry Plc.
    - 2.3.2 The amount of 309 million baht shall be used as general working capital of company, repayment of debt and support the expansion of the company.

The acquiring of assets of the Thai Special Sheet Industry Plc. ("TSSI") is in process of negotiation between all relevant parties of transaction. After that, if the negotiation is inconclusive, the Company shall not issue and offer the Convertible Debenture amount to Baht 1,500,000,000 to be used for acquire the new ordinary share of OP according to 2.3.1. In case, however, the Company has conclusion of negotiation, the Company shall inform accordingly.

- 2 Unanimously approved the capital reduction from THB 962,825,436 to THB 875,325,436 by cancelling the Company's unissued ordinary shares in amount of 218,750,000 shares at the par value of THB 0.40 by cancelling the Company's unissued shares.
- 3 Unanimously approved 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

- 4 Unanimously approved the increase of the Company's registered capital from THB 875,325,436 to THB 1,218,525,436 by issuing newly ordinary shares in amount of not excess 858,000,000 shares at the par value of THB 0.40 in associated with the transactions described in 2.1, 2.2 and 2.3 and to reserve for the allotment to DEG and/or the private placement according to No. 7 below.
- 5 Unanimously approved 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
- 6 Unanimously approved the allocation of newly-issued ordinary shares of the Company as follows:
  - a) To allocate up to 255,000,000 shares with the par value of THB 0.40 to DEUTSHE INVESTITIONS – UND ENTWICKLUNGSGESELLSCHAFT MBH ("DEG") and/or the Private Placement which are considered not the connected person with the Company at the price of not below THB 2.70 per share which not lower than 90 percent of the market price.

"Market Price" means the weighted average of the Company's share price trading on the Stock Exchange of Thailand for 15 consecutive business days before the date on which the Board of Directors passes a resolution to propose to the Extraordinary General meeting of Shareholders No. 1/2011 approval of the agenda regarding offering for sale the Company's newly-issued ordinary shares and newly-issued preferred shares, which is scheduled from September 20, 2011 to October 10, 2011, equalling THB 2.04
  - b) To allocate up to 603,000,000 shares with the par value of THB 0.40 for the conversion of debentures issued by the Company.
- 7 Unanimously approved the amendment of the Company Business Objective as follows:

"No. 30. To operate in the testing and the calibration business."

Please be informed accordingly.

Yours sincerely,

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(Mrs. Pirom Sawpayon)  
Director