

70 Moo 2 Changyai, Bangsai, Ayutthaya Thailand 13290
Tel : (66) 035-372961-6 Fax : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

70 หมู่ 2 ต.ช้างใหญ่ อ.บางไทร จ.พระนครศรีอยุธยา ประเทศไทย 13290
โทรศัพท์ : (66) 035-372961-6 โทรสาร : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

(Translation)

Ref. No.MCS-003/2018
February 26, 2018

Subject : Appointed director, AGM ,Dividend Payment , Connected Transaction and other important resolutions.

To : Director and Manager
The Stock Exchange of Thailand

The board meeting of M.C.S. Steel Public Company Limited (MCS) No.2/2018 have approved the resolutions are as details;

1. Appoint Mr.Somsakdi Suriyawongse as Director and Independent Director in replacement of Mr. Sompong Metasatidsuk who resigned since December 15,2017.

The remain period as 2 years.

2. Approved the Charters of Nomination and Remuneration Committee (NRC) and appointed Nomination and Remuneration Committee (NRC) including

- | | |
|-------------------------------|-----------------------------|
| 1) Mr.Somsakdi Suriyawongse | Independent Director |
| 2) General Titiwat Kamlang-ek | Chairman of Audit Committee |
| 3) Mr.Tinakorn Seedasomboon | Audit Committee |
| 4) Mr.Supoj Kaewmanee | Audit Committee |

And appointed Mr.Somsakdi Suriyawongse to be as Chairman of Nomination and Remuneration Committee and appointed Ms.Kanchalika Sangparinya to be as secretary of Nomination and Remuneration Committee. The effective date is from February 26, 2018 onwards and the period is 3 years.

3. Approved to sell the land 3-3-8 Rai (1,508.00 Meters) Total 7.54 Million Baht to Dr.Naiyuan Chi Chairman of Board Director which the person related party with company, as detailed in the enclosure 1.
4. Agreed to propose to the Annual General Meeting of shareholders 2018 to certify the minutes of the Annual General Meeting of shareholder of 2017 on April 7,2017.

70 Moo 2 Changyai, Bangsai, Ayutthaya Thailand 13290
Tel : (66) 035-372961-6 Fax : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

70 หมู่ 2 ด.ช้างใหญ่ อ.บางไทร จ.พระนครศรีอยุธยา ประเทศไทย 13290
โทรศัพท์ : (66) 035-372961-6 โทรสาร : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

5. Agreed to propose to the Annual General Meeting of shareholders 2018 to acknowledge the company 'annual report of the operation in 2017.
6. Agreed to propose to the Annual General Meeting of shareholders 2018 to approve the consolidated financial statements of company and subsidiaries of 2017 period ended December 31, 2017.
7. Agreed to propose to the Annual General Meeting of shareholders 2018 to approve the total dividend payment of year 2017 at 0.60 Baht per share that the interim dividend has paid at 0.20 Baht per share under Non-BOI privilege on September 11,2017.

and the addition dividend payment at 0.40 Baht per share (Derived from profit under BOI privilege : 0.13 Baht per share and Derived from profit under Non-BOI privilege : 0.27 Baht per share) and the dividend date will be on May7, 2018.

The company 's share register book shall be close on April 20,2018 to identify shareholders with right to receive dividends.

The right to receive dividends are also uncertainties to resolution from the Annual General Meeting of shareholders 2018.

The dividend payment was under the company's policy by the year 2017 pay rate of 50.28 % of its net profit (Separate Financial).

8. Agreed to propose to the Annual General Meeting of shareholders 2018 to acknowledgment that Mr.Phairat Viwatborvornwong and Mr.Pornchai Phisarnanukunkit will retire as director by rotation at the Annual General Meeting of shareholders and submission to re-elect all of them to be the director for another period.

And agreed to propose to the Annual General Meeting of shareholders 2018 to approve the remuneration of 2018 will pay not to exceed 8.09 Million Baht that including

- 1) Remuneration per month ,it will allocated by Board's discretion.
- 2) The allowance of meeting is 15,000 Baht per attend per person.

70 Moo 2 Changyai, Bangsai, Ayutthaya Thailand 13290
Tel : (66) 035-372961-6 Fax : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

70 หมู่ 2 ด.ช้างใหญ่ อ.บางไทร จ.พระนครศรีอยุธยา ประเทศไทย 13290
โทรศัพท์ : (66) 035-372961-6 โทรสาร : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

9. Agreed to propose to the Annual General Meeting of shareholders 2018 to appoint Mr.Peeradate Phongsathainsak (Registration number 4752) or Mr.Thanawut Piboonsawat (Registration number 6699) or Ms.Wannisa Ngambaothong (Registration number 6838) or Mr.Pojana Asawasontichai (Registration number 4891) or Ms.Suralit Ardsawang (Registration number 7517) or Mr.Suwat Maneekanoksakul (Registration number 8134) or Ms.Soraya Tintasuwan (Registration number 8658) , all of Auditors from Dharmniti Auditing Co., Ltd . as the auditor of the company for 2018.The auditor remuneration will pay not to exceed 4,000,000 Baht.
10. Approved the Annual General Meeting of shareholders 2018 will be held on April 3, 2018 at 10.30 a.m. (Ball Room No.2-3 at Conrad Hotel Bangkok) The record Date will be on March 13,2018 and the closing date of the share register book, in accordance with Section 225 of the SEC ACT will be on March 14,2018 in order to identify shareholders of record who are entitled to notification of AGM Meeting of 2018.
11. Approved the following agendas for AGM 2018.
 - Agenda 1 To consider and certify the minutes of the Annual General Meeting of shareholder of 2017 on April 7,2017.
 - Agenda 2 To acknowledge the company 'annual report of the operation in 2017.
 - Agenda 3 To consider and approve the consolidated financial statements of company and subsidiaries of 2017 period ended December 31, 2017.
 - Agenda 4 To consider and approve the payment dividend of the company and inform about the interim dividend.
 - Agenda 5 To elect Directors for replace those who retire for the year by rotation and their fee.
 - Agenda 6 To consider and appointment of the auditors of 2018 and their fee.
 - Agenda 7 Other matters, if any.



M.C.S. STEEL PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107548000048

70 Moo 2 Changyai, Bangsai, Ayutthaya Thailand 13290
Tel : (66) 035-372961-6 Fax : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

70 หมู่ 2 ด.ช้างใหญ่ อ.บางไทร จ.พระนครศรีอยุธยา ประเทศไทย 13290
โทรศัพท์ : (66) 035-372961-6 โทรสาร : (66) 035-372967-8
E-mail Address : info@mcssteel.co.th www.mcssteel.com

For your acknowledgement

Yours Sincerely,

.....
(Mr.Phairat Viwatborvornwong)
President

Company Secretary : kancharica@mcssteel.co.th
Tel : 035-372961-6 Ext.903 (1.00 PM – 3.00 PM)

M.C.S. Steel Public Company Limited (MCS)
Information of the Connected Transaction

1. Date, Month, Year of the Transaction and the Related Parties

Date of the Transaction

- After obtaining the approval from the Board of Directors Meeting No. 1/2018 held on 23 February 2018 at 16.00 hrs.

The Related Party

- Dr.Naiyuan Chi Chairman of Board Director

2. The Nature of Transaction

Sell land total 3-3-8 Rai to - Dr.Naiyuan Chi Chairman of Board Director as the acquisition and disposal of assets transaction as well as the related transaction.

The details of the connected transaction are as follow :

Transaction Type	Details of Asset	Total (Baht)	The Related Party
Assets and Services	Sell land total 3-3-8 Rai	7,540,000	Dr.Naiyuan Chi Chairman of Board Director

3. Total Value used in determining the Connected Transaction

The total value for this transaction is Baht 7,540,000 applying figures under the financial statements as of 31 December 2017. The transaction size represents 0.31 % of the Company's net tangible asset. According to the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Act of Listed Companies concerning the Connected Transactions, B.E. 2546 and No.2, B.E. 2547, it falls into the category of medium size of the connected transaction.

4. Criteria used in determining the Connected Transaction

The Board of Directors' meeting of the Company, at which Dr.Naiyuan Chi ,the director who had no interest in the connected transaction attended, had the opinion that the entry into such supporting normal transaction. Such Connected Transaction is considered at arm's length basis.

This transaction was considered and reviewed by the Audit Committee.

No.	Details	Total (Meters)	Price per (Meters)	Sale Price (Million Baht)	Profit (Million Baht)
1	Book Value	1,508	1,700.00	2.564	
2	Price from Valuer (approved by the office of the SEC)	1,508	3,501.33		
3	Price to sell to other employee	1,508	5,000.00	7.540	4.976

5. Connected Persons and Conflict of Interest

As the good corporate governance practices, Dr.Naiyuan Chi did not attend the Board of Directors Meeting for this specific matter and had no right to vote.

6. Opinions of the Company's Board of Directors on the Entering into the connected Transactions

The Board of Directors' meeting of the Company, at which the directors who had no interest in the connected transaction attended, had the opinion that the entry into such supporting normal business transaction is justified as other employees.

7. Opinion of the Audit Committee and/or the Company's directors that is different from the opinion of the Board of Directors

- None -