



# M.C.S. STEEL PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107548000048

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( Translation )

Ref. No.MCS-008/2018  
May 14, 2018

Subject : Approved to buy 32% of shares in M.C.S.-Nasu Co., Ltd. in Japan and approved the omission of the interim dividend for the year of 2018.

To : Director and Manager  
The Stock Exchange of Thailand

The board meeting of M.C.S. Steel Public Company Limited (MCS) on May 11,2018 have approved the resolutions are as details;

1. Approved to buy 32% of shares in M.C.S.-Nasu Co., Ltd. in Japan, as detailed in the enclosure 1.
2. As to maintain cash flow reserve for expand the business, the company will not provide interim dividend during this fiscal year but the company will pay the dividend of year 2018 on May 2019 and the policy of dividend payment doesn't change. (A Policy dividend rate at least 50 percent of net profit)

For your acknowledgement

Yours Sincerely,

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

Company Secretary : [kancharica@mcssteel.co.th](mailto:kancharica@mcssteel.co.th)  
Tel : 035-372961-6 Ext.113

M.C.S. Steel Public Company Limited (MCS)  
Information of the Acquisition or Disposition Assets Transaction

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

Date of the Transaction

- Within Quarter 2 of 2018

2. The Nature of Transaction : : Buy 32% of share of M.C.S.-Nasu Co., Ltd. in Japan

3. Name : M.C.S.-Nasu Co., Ltd.

Location : 711-2 Owada-Shinden Yachiyo-City , Chiba , Japan

4. Nature of Business : Fabrication ,Erection, Drawing of Steel Structure and this company have gotten the H Grade criterion fabricator.

5. Capital : 50 Million Yen ( Fully Paid up ) or 17.794 Million Baht  
(Exchange Rate : 100 yen = 29.5882 baht at 11/5/2018)  
Par Value : 1,000,000 Yen per share  
Book Value : -51,595,072 Yen (at December 31 ,2017)

6. The Related Party

Seller : Natsu Steel Structure Co., Ltd. ( not related with the company )

Buyer : M.C.S. Steel Public Co., Ltd.

Structure of shareholder

No.	Name	Before Buy		After Buy	
		Share	%	Share	%
1	Natsu Steel Structure Co., Ltd.	17	34.00	0	-
2	M.C.S. Steel Public Co., Ltd	33	66.00	49	98.00
3	Exiting shareholder			1	2.00
<b>Total</b>		<b>50.00</b>	<b>100.00</b>	<b>50.00</b>	<b>100.00</b>

Natsu Steel Structure Co., Ltd. and exiting shareholder are not related to company (MCS).

7. Payment date : within quarter 2 of 2018.

8. Total of investment : 17,000,000 Yen or 5.029 Million Baht  
(Exchange Rate : 100 Yen = 29.5882 baht at 11/5/2018), The Total can be change due to the exchange rate at the date of payable.

9. After buy the shares , the company will be change the name of this company to M.C.S. Steel-Japan Co., Ltd. and will send the directors to be in this company.

10. Reason :

- 1) To become first fabrication facility for MCS in Japan.
- 2) To become the center to coordinate with the customers in Japan.
- 3) To support the exportation of our products in Japan both from Thailand and China. This will be a facility for execution design changes in the event of customer's requirement.

11. Source of Funds : Working Capital

12. Size of transaction

12.1 Connected Transaction required to be disclosed pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor 20/2551 Re: Rules on the transaction that is significant to the Acquisition or Disposition Assets and the Notification of the Stock Exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets BE 2547 dates October 29,2547. After calculation which has a maximum transaction size of 1.70% under the value of Net Profit Method , Therefore the nose Acquisition or Disposal of Assets incurred during the past six months. Size of transaction ratio is 7.93% and the size under 15.00% that under the value of Consideration paid criteria, so there is no need to disclose to Stock Exchange of Thailand.

### Calculation

Asset Acquisition	Details	Calculation Thousand (Baht)	Size %
NTA Method	%Share Holding (increase/decrease) * %NTA of MCS-Nasu Co., Ltd. *100	-17,966.33 * 100	0.12
	NTA of the Company	2,617,883.00	
Net Profit Method	%Share Holding (Increase/decrease) *Net Profit of MCS-Nasu Co., Ltd. *100	-17,522.37 * 100	1.70
	Net Profit of the Company	175,503.00	
Total Value of Consideration Paid Method	Consideration Value* 100	5,029.99 * 100	0.12
	Total Assets of the Company	4,040,992.00	
Value of Issued Securities Method	Number of shares issued for Consideration*100	NA	
	Total Paid-up Ordinary Shares of the Company		