

Minutes of the 2016 Annual General Meeting of the Shareholders**M.C.S. Steel Public Company Limited****Convened on the 5th April 2016****Ballroom 2-3, Conrad Hotel, Bangkok**

The Company's Secretary notified the Meeting that, it was 10.02 a.m., and the 2016 Annual General Meeting of the Shareholders would be started. There were 169 shareholders attending the Meeting by themselves and 43 persons authorized by shareholders to attend as proxies. The total 212 participants representing 227,533,129 shares which accounted for 47.97% of the issued shares, exclusive of 25,700,000 regained shares which had no voting right. This constituted a quorum in accordance with the Company's Articles of Association.

Prior to the Meeting, the Chairperson welcomed attendees and assigned Mr. Sompong Metasatidsuk, a Director, to introduce the members of the Board and executives of the Company, as well as explaining the voting method to the shareholders. The Chairperson also assigned Miss Kanchalika Sangparinya, the Secretary of the Company, to proceed with the Meeting.

Mr. Sompong Metasatidsuk introduced the Board of Directors and executives of the Company as follows:

Board of Directors

Dr. Naiyuan Chi	Chairperson and Chief Executive Officer
Mr. Phairat Viwatborvornwong	Director and Managing Director
Mr. Pornchai Phisarnanukunkit	Director and Senior Deputy Manager
Mr. Harkishin Tanwani	Director
Mr. Surachai Ratitong	Director
Mr. Somyos Chiamchirungkorn	Chief of Audit Committee
Mr. Tinakorn Seedasomboon	Audit Committee
Pol. Gen. Thitiwat Kamlangaek	Audit Committee
Miss Kanchalika Sangparinya	Secretary of the Company

Auditor

Ms. Wanisa NGambuathong	Auditor of year 2015
	The Dharmniti (Public) Company Limited

Legal Consultant

Mr. Chanchai Netimongkon
Miss Natnarong Rodchoochuen

Legal Consultant
Legal Officer of the Company

The Secretary introduced the attending Executives as follows;

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|--------------------------------------|---|
| 1. Mr. Hiroaki Ijiri | Deputy Manager, Cooperation and Quality |
| 2. Mr. Tsuneo Kakuta | Assistant to Chief Executive Officer |
| 3. Ms. Wanna Pholkaew | Senior Manager, Foreign Coordinator |
| 4. Ms. Mattawan Srisakda | Manager, Accounting and Finance |
| 5. Mrs. Attaporn Sangparinya | Manager, Import-Export and Procurement |
| 6. Ms. Phimpattra Somphongrattanukul | Manager, Administration and Human Resources |
| 7. Ms. Hatthairat Onhirun | Manager, Internal Audit |
| 8. Mr. Sutum Kongorn | Manager, Information and Technology |

Mr. Sompong Metasatidsuk notified the Meeting of voting method that if any voter did not approve or chose to be abstained from voting, he or she should raise the hand and voted for the agenda in the documents distributed upon the registration. The officers would collect the votes for such agenda with the barcode system. The voting code distributed to everyone was linked with the data of the shareholders. The amount of shares held by shareholders/proxies, disapproving or being abstained from voting for the agenda shall be deducted from the total shares of the shareholders attending with voting right. The rest shares after deduction shall be counted as the vote for such agenda.

In case where no shareholder disagreed or was abstained from voting, the Secretary shall conclude the resolution in accordance with the votes casted in advance which the officers had already collected in the database when the shareholders submitted the letter of power attorney to the Board. These votes shall be accumulated with the votes during the meeting and votes casted by authorized shareholders or proxies as prescribed in the letter of power attorney.

With respect to Agenda 5, the election of each individual Director, the Company had distributed voting documents upon the registration. Some shareholders/proxies had already returned them to the officers for counting. The rest votes shall be counted upon consideration of such agenda during the Meeting.

Subsequently, Ms. Kanchalika Sangparinya, the Secretary of the Company, was assigned to proceed the Meeting. The Secretary informed that this year the Company allowed the shareholders/proxies to register until the end of the Meeting. The Meeting shall be proceeded in according with agendas as follows;

Agenda 1 To approve the Minutes of the 2015 Annual General Meeting of Shareholders, held on 1 April 2015

The Secretary proposed to the Meeting to approve the Minutes of the 2015 Annual General Meeting of Shareholders, held on 1 April 2015, as appears in the supporting document for Agenda 1, page 5-22, attached to the invitation letter and submitted to shareholders in advance for consideration.

The Secretary asked the Meeting whether there was any shareholder/proxy wanting to ask/amend a statement in this agenda.

No shareholder/proxy asked or required amendment of statement in the Minutes.

Resolution of the Meeting : The Meeting approved the Minutes of the 2015 Annual General Meeting of Shareholders, as proposed, with the votes as follows;

Approve	227,533,129 votes	Accounting for (percentage)	100.00 %
Disapprove	0 vote	Accounting for (percentage)	-
Abstain	0 vote	Accounting for (percentage)	-

Of the total votes held by shareholders with voting right who attended the Meeting.

Agenda 2 To approve the annual report and the 2015 operation report of the Board of Directors

The Secretary invited Dr. Naiyuan Chi, Chairperson and Chief Executive Officer, to report the operation progress in 2015 to the shareholders.

The Chairperson reported that, in the past year, the profit of the Company was relatively good. The profit in 2015 did not direct result from good performance in 2015. Rather, the profit was contributed by two main factors which were

1. The Company applied for the Japanese certificate of S level 5 years ago. Therefore, the selling prices of the Company are higher than general prices, since the more complicated design requires the factory with the certificate of S level. In the previous month, the Company renewed the certificate for another 5 years.

2. The currency exchange rates of the previous and current years brought more profit for the Company. The Company has adopted almost all projects for the next 2-3 years. If these projects attain results as the Company expects, then the turnover should be satisfactory.

There were key matters taking place in the previous year which should be notified to the shareholders as follows;

- (1) Joint venture with POSCO in Dalian. As a result of the economic condition in the previous year, POSCO, as an iron company, was heavily affected. The factory of the Company operating under the joint venture with POSCO, did not attained results as the Company had expected. At present, the Company decreased the shares held in POSCO from 49% to 19.58%. The joint operation in the future shall depend on situations. The Company would like to clarify to the shareholders that the objective of this investment, aside from expansion of our operation into other markets, was to diversify risks of iron suppliers. Originally, the Company mainly had purchased iron from a Japanese supplier. Consequently, the selling price had been determined by the supplier. The investment in POSCO, - an iron company, manufacturing and distributing iron in Japan and around the world, allowed the Company to compare the prices of iron from two companies and can choose the cheaper one. If the Company can save 5 Japanese Yen for 1 Kilogram of iron, and in one year the Company purchases 40,000 tons of iron, the Company will then save 200 Million Yen or 64 Million Thai Baht. (calculated with the current exchange rate). Hence, the benefit from this investment was to have a cheaper iron supply.
- (2) MCS Steel-Xiamen factory in China. Since the investment in POSCO in Dalian was not satisfactory, the transfer of shares from the factory in China (as the Chinese Company failed to pay by the due date) was positive to the Company's performance. In the previous year, the Chinese factory manufactured some works for the Company as a sub-contractor of MCS. Hiring the Chinese factory brought about 60 million Baht of profit for the Company.
- (3) The Company bought NASU factory in Japan in September 2015 to function as a center of the Company's operations in Japan. Originally, the Company had long needed a factory in Japan, because the Company exported almost 100% of products to Japan. In the past, the company hired MCS Steel-Japan to do this task. But MCS Steel-Japan sub-contracted the task to a Japanese contractor as well, because MCS Steel-Japan had no factory of its own. It was just an office for cooperation. This led to inconvenience and high production cost. The Company had wanted to purchase a Japanese factory to fill this gap, but could not buy one, since MCS was a foreign company and a rival of Japanese factories. Now, MSC already bought a factory. This would be an opportunity for MCS to have an operational center in Japan to take care the Company's operations. NASU factory had had some problems from beginning, and therefore, was sold to other company. At present, the Company sent 10 employees to work there and has a plan to send another 10 employees after Songkran festival. The Company needs some time to improve the factory to promote the Company's benefits to the utmost level.

- (4) The Company's profit. Many shareholders inquired why the Company did not obtain the same rate of profit. Previously, the profit rate was at 20-30% and the Company's current profit was not maintained at the same rate. The Company did not focus on the profit rate. Rather, it focused on the work quantity. If the work quantity was low, even with high profit rate, the obtained revenue would be little. On the contrary, if the Company continuously and adequately manufactured works, even with a certain profit rate, the Company would obtain more profit.

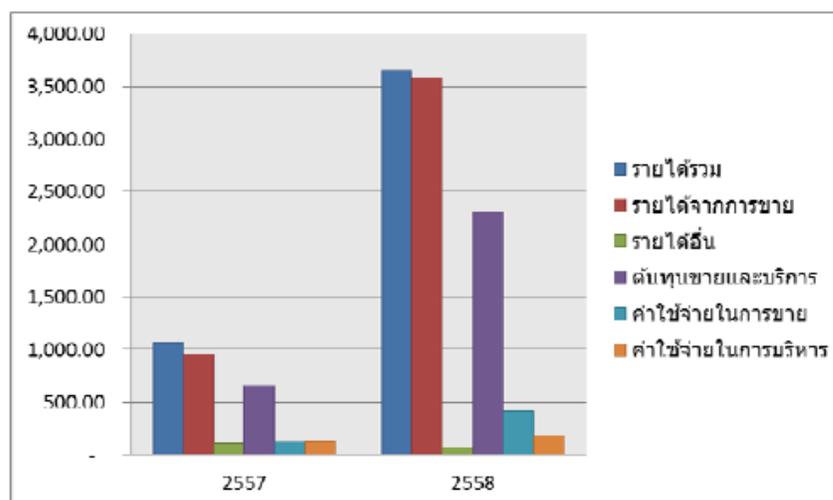
No shareholder/proxy raised an inquiry regarding this agenda. Hence, the Secretary asked the Meeting to vote on the agenda.

The resolution of the Meeting : The Meeting acknowledged the agenda.

Agenda 3 To consider and approve the balance sheet and profit and loss statement of the Company and affiliated companies for the year ending on 31 December 2015

The Secretary asked Ms. Mattawan Srisakda, Manager of Accounting and Finance, to explain to the shareholders with regard to the balance sheet and profit and loss statement of the Company and affiliated companies. Ms. Mattawan Srisakda concisely clarified the operation result to the shareholders as follows;

In 2015, the Company's total revenue amounted to 3,653.71 Million Baht, increasing from year 2014 by 2,587.25 Million Baht. The Company gained revenue from sale volume for 3,586.71 Million Baht. The rest revenue amounted to 29.91 Million Baht. The Company borne the sale and service capital for the amount of 2,310.42 Million Baht. The sale expenses amounted to 415.72 Million Baht, and the administrative expense amounted to 188.01 Million Baht. In 2015, the Company's gross profit amounted to 35.58%.



The Secretary asked whether any shareholder/proxy would like to raise a question concerning this agenda.

Questions from Mr. Phanuwat Wechyanwiwat, a shareholder :

1. The annual report stated that the weight of delivered products was approximate 48,866 tons. Was it in accordance with the determined goal?

The Chairperson replied as follows;

1. The delivered products of 2015 was in accordance with the determined goal.
2. How much did the Company have to pay for workers' overtime, calculated in percentage with the delivered work of 48,866 tons?

The Chairperson replied as follows;

2. According to the Company's policy, the Company pays remuneration according to their works. Therefore, it cannot be explained how much the Company paid for workers' overtime.

3. How may Baht /ton was the revenue from sale volume in 2015?

The Chairperson replied as follows;

3. The selling price of delivered products in 2015 was approximate 250,000 Baht/ton.

No shareholder/proxy raised an inquiry regarding this agenda. Hence, the Secretary asked the Meeting to vote on the agenda.

The resolution of the Meeting : The Meeting approved the balance sheet and profit and loss statement of the Company and affiliated companies for the year ending on 31 December 2015, as proposed, with majority votes shown below;

Approve	223,678,729 votes	Accounting for (percentage)	96.97 %
Disapprove	0 vote	Accounting for (percentage)	-
Abstain	6,998,100 votes	Accounting for (percentage)	3.03%

Of the total votes held by shareholders with voting right who attended the Meeting.

Agenda 4 To consider and approve the dividend payment for 2015 and notify the Meeting of interim dividend payment

The Secretary notified the Meeting of dividend payment. The shareholders could look for more details from the supporting document for Agenda 4, page 23, attached to the invitation letter and submitted to the shareholders in advance.

The document stated that in 2015, the Company's net profit (financial statement of each business) amounted to 654.41 Million Baht. The dividend for the 2015 operation result was approved at the rate 0.70 Baht/share, equivalent to 51.92%. It was in accordance with the Company's policy to pay dividend not less than 50% of net profit (financial statement of each business). Previously, on 10 September 2015, the Company already paid interim dividend at the rate 0.25 Baht/share. The payment from the non-BOI promoted profit was 0.08 Baht/share and from the BOI promoted profit was 0.17 Baht/share. In this meeting, the Board of Directors proposed to pay additional dividend at the rate 0.45 Baht/share. The payment from the non-BOI promoted profit shall be 0.15 Baht/share and from the BOI promoted profit was 0.30 Baht/share. The book-closing date shall be on 18 April 2016 and the dividend shall be paid on 29 April 2016.

Operation result in 2015	BOI	NON-BOI	Baht/share
Interim Dividend	0.17	0.08	0.25
Additional Dividend	0.3	0.15	0.45
Total	0.47	0.23	0.7
Equivalent to 51.92% of net profit after tax deduction			

The Secretary asked whether any shareholder/proxy would like to raise a question concerning this agenda.

No shareholder/proxy raised an inquiry regarding this agenda. Hence, the Secretary asked the Meeting to vote on the agenda.

The resolution of the Meeting : The Meeting approved the dividend payment for 2015 as proposed, with majority votes as shown below;

Approve	223,678,729 votes	Accounting for (percentage)	96.97 %
Disapprove	0 vote	Accounting for (percentage)	-
Abstain	6,998,100 votes	Accounting for (percentage)	3.03%

Of the total votes held by shareholders with voting right who attended the Meeting.

Agenda 5 To elect directors to replace Directors retiring by rotation and consider their remuneration

The Secretary informed the Meeting that the Company's Articles of Association, Article 4 (the Committee), clause 20, stated that one-third of the Directors has to retire by rotation at every Annual General Meeting of Shareholders. If the total number of Directors was not divisible by 3, then the Meeting shall use the closest number to one-third of Directors. At this moment, the Company had 9 Directors in total. In this year, there were 3 Directors retiring this year by rotation, namely

- 1) Mr. Somyos Chiamchirungkorn
- 2) Mr. Tinakorn Seedasomboon
- 3) Pol. Gen. Thitiwat Kamlangaek

In the Board of Directors' Meeting No. 2/2559 on 27 February 2016, the Board agreed to reelect all of the aforementioned Directors who were due to retire by rotation to serve as the Directors of the Company for another term. Copies of the profiles of all three aforementioned Directors were in the supporting document for Agenda 5, page 29, delivered to all shareholders together with the invitation letter of this Meeting.

The remuneration of Directors and Secretary in 2016 was proposed to be in the amount not exceeding 9.8 Million Baht. This amount was 1.5% of the Company's net profit of the previous year (financial statement of each business), and shall be appropriated under the consideration of the Remuneration Committee. Details of the remuneration calculation were exhibited in the supporting document for Agenda 5, page 29.

Prior to the voting for election of each Director, the Secretary asked the 3 interested Directors to leave the meeting room, so that the shareholders could vote comfortably.

The Secretary asked whether any shareholder/proxy would like to raise a question concerning this agenda. No shareholder/proxy raised an inquiry regarding this agenda. Hence, the Secretary asked the Meeting to vote on the agenda.

The resolution of the Meeting : The Meeting passed the resolution as follows;

1. The Meeting reelected the aforementioned Directors to serve as the Directors of the Company for another term, with votes as follows;

1) Mr. Somyos Chiamchirungkorn

Approve	199,919,129.00 votes	Accounting for (percentage)	86.66 %
Disapprove	23,779,700.00 votes	Accounting for (percentage)	10.31 %
Abstain	6,998,100.00 votes	Accounting for (percentage)	3.03 %

Of the total votes held by shareholders with voting right who attended the Meeting.

2) Mr. Tinakorn Seedasomboon

Approve	199,919,129.00 votes	Accounting for (percentage)	86.66 %
Disapprove	23,779,700.00 votes	Accounting for (percentage)	10.31 %
Abstain	6,998,100.00 votes	Accounting for (percentage)	3.03 %

Of the total votes held by shareholders with voting right who attended the Meeting.

3) Pol. Gen. Thitiwat Kamlangaek

Approve	199,919,129.00 votes	Accounting for (percentage)	86.66 %
Disapprove	23,779,700.00 votes	Accounting for (percentage)	10.31 %
Abstain	6,998,100.00 votes	Accounting for (percentage)	3.03 %

Of the total votes held by shareholders with voting right who attended the Meeting.

2. The Meeting approved remuneration payment for Directors, Audit Committee and the Secretary for the amount not exceeding 9.80 Million Baht. The amount shall be appropriated under the consideration of the Remuneration Committee. The remuneration was composed of attendance fee for the amount of 15,000 Baht each time of attendance. The Chairperson and Chief of Audit Committee shall receive 25% higher remuneration than other Directors. The Meeting approved the agenda with majority votes as follows;

Approve	199,919,129.00 votes	Accounting for (percentage)	86.66 %
Disapprove	23,779,700.00 votes	Accounting for (percentage)	10.31 %
Abstain	6,998,100.00 votes	Accounting for (percentage)	3.03 %

Of the total votes held by shareholders with voting right who attended the Meeting.

Agenda 6 To consider and approve the appointment of the auditor for 2016 and fix the remuneration fee

The Secretary asked Mr. Somyos Chiamchirungkorn, Chief of Audit Committee to inform the Meeting of the appointment of the auditor for 2016.

Mr. Somyos informed that the auditor for 2015 was deemed appropriate to continue their duties in 2016. Therefore, he asked the shareholders to appoint Dharmniti (Public) Company Limited to be the auditor for another year in 2016. The remuneration fee shall not exceed 5,000,000 Baht. Details of the remuneration fee were exhibited in the supporting document for Agenda 6, page 30, attached to the invitation letter, submitted to the shareholders for consideration.

The Secretary asked whether any shareholder/proxy would like to raise a question concerning this agenda. Shareholders and proxies raised inquiries regarding the agenda as follows;

Question from Mr. Phanuwat Wechyanwiwat, a shareholder :

1. According to the Meeting in the previous year, the audit fee in 2014 was paid at approximate 4.5 Million Baht. Why was the audit fee of this year increased to be 5 Million Baht? What was the reason for the purposed figure? How can you inspect how many working hours would be spent for the job? I had a chance to attend the Shareholders' Meeting of a company whose market capitalization was higher than that of MCS and had affiliated companies in different countries. However, its audit fee was only 1.8 Million Baht.

The Secretary replied as follows;

1. The proposed audit fee of 5 Million Baht comprises;
 - 1) The audit fee for the company for the amount of 4 Million Baht.
 - 2) The audit fee for auditing affiliated companies in a foreign country for the amount of 1 Million Baht (In case the Company does not employ an auditor in a foreign country.)

The Secretary clarified that the high audit fee is caused by making financial statement of functional currency system. This system requires the Company to make financial statement 3 times. Firstly, the financial statement is made in Thai currency and with the Company' location in Thailand. Then, it is changed to Japanese currency which is the main currency of the Company. At the end of the accounting period, it is converted to Thai Baht again to present to the shareholders. Accordingly, the system requires more time for auditing than ordinary financial statement.

The Chairperson added some clarification as follows;

The Committee deemed the audit fee as appropriate without stating whether it was too low or too high. However, after consideration, the Audit Committee deemed that the proposed audit fee was appropriate to auditing the Company's financial statement at present time. As for the audit company that Mr. Phanuwat, the shareholder, suggested, we will ask for its telephone number from Mr. Phanuwat, to ask for further information. Then, the Company will call on the suggested audit company for their quotation. The Company will report details and progress in the next year's Meeting. I, personally, do not believe that the proposed audit fee is too high, as each audit has different details, depending on types of businesses.

Chief of Audit Committee added some clarification as follows;

The selection of auditor is the main responsibility of the Audit Committee. As the shareholder wants us to notify the Meeting of audit fee details, for example, the hourly audit fee, the Audit Committee cannot explain in such deep detail right now. However, the Audit Committee confirms that the proposed audit fee is not higher than the audit fee of other companies of the same business registered in the stock market. I, myself, have experiences as an auditor for other registered companies. The proposed audit fee of this year is reasonable.

The shareholders inquired as follows;

2. What are the other expenses of 620,000 Baht proposed to the Meeting composed of?

The Chief of Audit Committee replied as follows;

2. The other expenses are composed of;

- 1) Accommodation
- 2) Foods
- 3) Allowance

3. If the auditor have to audit the affiliated companies abroad, does the proposed audit fee for the amount of 1,000,000 Baht has to be dispensed or not?

The Secretary replied as follows;

3. Usually, the affiliated companies abroad have to prepare the financial statement, as required by the parent company, and certified by the auditor who audited the Company's financial statement. According to the discussion with the Japanese company, making of financial company in Japan complied to the international standard as required by the Company with the front page stating report of the auditor will cost high expenses, since the Japanese company originally does not make financial statement in accordance with such standard. Therefore, the Company has to hire an audit company in Thailand with the budget of 1 Million Baht. Whether the Company has to pay this mount depends on how high the audit fee abroad is.

4. How much is the audit fee for the Company in Thailand?

The Secretary replied as follows;

4. The Company allocates the budget not exceeding 4 Million Baht as the audit fee. This amount includes making of financial statement and other expenses, but does not include auditing of affiliated companies (i.e. to state opinion on financial statement of the affiliated companies). Usually, the affiliated companies have to prepare a financial statement with opinion of the auditor and the Company will further combine the said financial statement with financial statement of the Company in Thailand to deliver to the auditor for auditing.

The Secretary asked whether any shareholder/proxy would like to raise a question concerning this agenda. No shareholder/proxy raised an inquiry regarding this agenda. Hence, the Secretary asked the Meeting to vote on the agenda.

The resolution of the Meeting : The Meeting passed the resolution to appoint the auditor and fix the audit fee, as proposed, with majority votes as follows;

Approve	231,624,529.00 votes	Accounting for (percentage)	99.76 %
Disapprove	0 vote	Accounting for (percentage)	-
Abstain	567,000.00 votes	Accounting for (percentage)	0.24 %

Of the total votes held by shareholders with voting right who attended the Meeting.

Agenda 7 To consider other business

No shareholder proposed other matters for consideration. Therefore, the Secretary opened an opportunity for shareholders/proxies to raise questions.

Questions from Mr. Thammarat Ophassatien, a representative of BOI ;

1. What is MCS's policy on anti-corruption? In present, the Company has not joined Thailand's Private Sector Collective Action against Corruption (CAC).

The Secretary replied as follows;

1. The Company plans to join the project in this year. In the previous year, the Company officially set up an internal auditing department whose inspection covers anti-corruption. Moreover, the Company allows anyone who finds irregular happenings which could be an act of corruption to inform the Company through various channels.

The Chairperson added some clarification as follows;

1. For more than 10 years, the Company has signed contracts with businesses cooperating with the Company stipulating that if any corruption is found among the employees and the said businesses, the Company shall not pay for products or services and shall proceed a lawsuit against the involved entities. Hence, the Company is confident that corruption could not take place in the Company's operation.

The shareholders inquired as follows;

2. I would like to ask about the delivered products in this year.

The Chairperson replied as follows;

2. The Company expects to deliver the products for 49,000 tons in this year. This figure covers only products from factories in Thailand, excluding products from factories abroad.
3. In the Company's annual report, it states that approximate 70% of products were delivered to Kajima Corporation. What is the Company's policy to diversify risks with regard to customers?

The Chairperson replied as follows;

3. The Company has the production policy on the basis of first comes, first serves. The factory will manufacture products for a customer who makes an order first. In the past and present time, Kajima Corporation has made orders to the Company first. Hence, most products of the Company are manufactured for Kajima Corporation.
4. Considering high cash flow of the Company and the future production contracts made in advance, what are the Company's plans for further investment?

The Chairperson replied as follows;

4. The Board of Directors has not made a decision on investment. If there is a progress, the Company will inform the shareholders.

The shareholders inquired as follows;

5. Olympics 2020 will be held in Tokyo, Japan. Is there an opportunity for MCS to gain more works?

The Chairperson replied as follows;

5. Olympics will be held in Japan. Hence, the products manufactured for domestic customers cannot be priced highly. At present moment, the Company is in process of negotiation, but has not reached conclusion yet. As for this negotiated project, the Company expected to start the steel structure construction in the mid of 2017 – 2019, as the structure work needs to be finished prior to other tasks. However, if the Company considers that it cannot accept the price and work-plan, it may not accept this job.

6. The Company announced 50 available welder positions in a job announcement website. Will they replace our currently-hired employees or they are employed to increase productivity? How many welders does we currently employ?

The Chairperson replied as follows;

6. Some of them shall replace the currently-hired employees. Welders use their eyesight heavily on works. When workers reach 45 years old, their work efficiency is hundred. The Company has to regularly recruit new welders. Currently, the Company employs 90 welders.

No shareholder raised a question for other matters. The Secretary then closed the Meeting.

The Meeting was adjourned at 12.02 p.m.

Signed The Chairperson

Dr. Naiyuan Chi