

Invitation for The Annual General Meeting of 2010
Of M.C.S. Steel Public Co.,Ltd. (MCS)

On April 22, 2010 at 10.00 a.m.
The Sapphire Room No.1 Hall 9
Impact Convention Center Muang Thong Thani
No. 99 popular Road Banmai Pak Kret, Nonthaburi

March 15,2010

Subject : Invitation for The Annual General Meeting of shareholders 2010

To : Shareholders ;

Attachment

1. Report of Annual General Meeting on April 10,2009
2. Annual Report 2009
3. Documents for Agenda 4
4. Documents for Agenda 5
5. Documents for Agenda 6
6. Articles of Association

The board of director ' meeting of M.C.S.Steel Public Company Limited (MCS) had resolutions to meeting The Annual General Meeting of shareholders 2010 will be held on April 22, 2010 at 10.00 a.m. ,at The Sapphire Room No.1 Hall 9 Impact Convention Center Muang Thong Thani , to consider the following agenda :

Agenda 1 To consider and certify the minutes of the Annual General Meeting of shareholder of 2009 on April 10,2009..

Opinion of the Board : Recommend the AMG Meeting to approve the minute as outline in the enclosed document.

Agenda 2 To acknowledge the company ' annual report of the operation in 2009.

Opinion of the Board : Recommend the AGM Meeting to acknowledge the Annual Report and the Director ' Report in 2009.

Agenda 3 To consider and approve the financial statement for the accounting period ended December 31, 2009.

Opinion of the Board : Recommend the AGM Meeting to approve the financial statement for the accounting period ended December 31, 2009.

Agenda 4 To consider and approve the payment dividend of the company and inform about the interim dividend.

Opinion of the Board : Approve the total dividend payment of year 2009 at 0.60 Baht per share that the interim dividend has paid at 0.15 Baht per share on September 11,2009 and the addition dividend payment at 0.45 Baht per share and the dividend date will be on May 4, 2010 . The closing date of the shareholders registration book for the right to receive the dividend will be on April 2, 2010.

Agenda 5 To elect Directors for replace those who retire for the year by Rotation and their fee.

Opinion of the Board : Recommend the AGM Meeting to re-elect Mr. Somyos Chiamchirungkorn , Police Lieutenant General Suwat Chanitthikul and Mrs.Vibhada Chartikullavadhana to be the director for another period and approve the remuneration no more than 5,870,000 Baht. (Five million

eight hundred and seventy thousand Baht.). Such a fee based on 1% of net profit each year, with the minimum fee is 3 Million Baht per year.

Agenda 6 To consider and appointment of the auditors and their fee.

Opinion of the Board : Approve to propose to the Annual General Meeting of shareholders that Mr.Pot Atsawasantichai C. P. A. License No. 4891 or Ms.Jantra WongSriudomporn C. P. A. License No. 4996 or Ms.Wanvisa Ghambuathong C.P.A. License No. 6838 or Mr.Tanawut Piboonsawat C. P. A. License No. 6699 ,all of Dharmniti Auditing Company Limited as the auditors of the company for 2010.The auditor remuneration is 1,000,000 Baht (One Million Baht) which the same rate of last year.

Agenda 7 Other matters, if any.

Yours Sincerely,

(Dr.Naiyuan Chi)

Chairman of Director

Minutes of Ordinary General Meeting of Shareholders for 2009

M.C.S. Steel (Public) Co., Ltd.

Held on 10 April 2009

At Ballroom 1 Room, Conrad Hotel, Bangkok

No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok

The Secretary of the Board Directors informed for the information of the meeting that there were shareholders present in the meeting total of 93 persons with share count of 113,596,207 shares and there were proxies present in the meeting of 24 persons with share count of 115,301,800 shares. Total number of participants to the meeting of 117 persons with total share count of 228,898,007 shares computed as 45.78% of the Company's total sold shares. The quorum validity requirement has been met according to Article 38 of the Company's Articles of Association.

Before commencing the meeting the Chairman made a welcoming and thanking speech for all shareholders devoting their time participating the meeting and assigning Mr. Sompong Metasatidsuk, the President, to introduce the Company's Board of Directors and management team, and explaining the method of voting for the information of all shareholders.

Mr. Sompong Metasatidsuk introduced the Company's Board of Directors and management team as following :

The Board of Directors :

- | | | |
|------------------------------------|--------------------|---|
| 1. Dr. Nai Yuan | Chi | Chairman of the Board |
| 2. Mr. Sompong | Metasatidsuk | Director and President |
| 3. Mr. Somyos | Chiamchirungkorn | Chairman of the Audit Committee &
Independent Director |
| 4. Police Lieutenant General Suwat | Chanitthikul | Audit Committee Member & Independent
Director |
| 5. Mrs. Vibhada | Chartikullavadhana | Audit Committee Member & Independent
Director |
| 6. Mr. Pornchai | Phisarnanukunkit | Director & Deputy Production & Quality
Assurance Director |
| 7. Mr. Phairat | Viwatborvornwong | Director & Manager of Estimate & IT
Management Deputy Director |
| 8. Miss Kanchalika | Sangparinya | Secretary of the Board of Directors & Secretary
of the Audit Committee |

The Management :

- | | | |
|------------------|-----------|---|
| 1. Miss Pornthip | Julla-ied | Manager of Accounting and Financial Dept. |
| 2. Mr. Kin Leong | Lee | Manager of Drawing Dept. |

- | | | |
|------------------|-------------|--|
| 3. Miss Attaporn | Sangparinya | Manager of Import-Export & Purchase |
| 4. Mr. Hiroaki | Ijiri | Manager of Quality Assurance |
| 5. Mr. Apichat | Putla | Manager of General affairs & Personnel |
| 6. Mr. Sumruay | Sornnuwat | Manager of IT Information Dept. |
| 7. Miss Wannee | Papangkorn | Acting Manager of Internal Audit Dept. |

The Company's Legal Advisor :

- | | | |
|---------------|-------------|--|
| Mr. Chanchai | Netimongkol | Legal Advisor from Thamniti Law Office Co., Ltd. |
| Miss Siriporn | | Legal Advisor from Thamniti Law Office Co., Ltd. |

Auditor :

- | | | |
|--------------|--------------|---------------------------------------|
| Miss Wannisa | Ngambuathong | Auditor from Thamniti Audit Co., Ltd. |
|--------------|--------------|---------------------------------------|

Mr. Sompong presented the method for voting in various agendas that in case of any disagreement or setting aside of the vote on any agenda the shareholders to write the name and number of shares in the card for voting provided and give to the Company's staff for deduction from the total number of shareholders present and eligible to vote and then the same shall deem to be the vote in such an agenda. In case of no disagreement or setting aside the Secretary of the Board shall make a conclusion in such an agenda that the meeting of shareholders resolve unanimously to adopt or approve following the Chairman or director's proposal.

The Meeting Resolution : The meeting resolved unanimously to proceed following Mr. Sompong's proposal.

The Meeting Commenced at 10.05 hours.

Agenda 1. Consideration to approve the Minutes of the Ordinary General Meeting of Shareholders for the Year 2008 on 27 March 2008.

The Chairman proposed to the meeting to take into consideration to approve the Ordinary General Meeting of Shareholders for the Year 2008 held on 27 March 2008 set forth as per the Invitation to Participate the Meeting in the Supporting Documents for Consideration Agenda 1 of 8 pages as already sent to the shareholders this time.

The Meeting Resolution : The meeting resolved to approve the Ordinary General Meeting of Shareholders as proposed by the Chairman with unanimous vote as following :

For	228,898,007	votes	Computed as	100.00	%
Against	-	votes	Computed as	0.00	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the votes present in the meeting and eligible to vote.

Agenda 2. Acknowledgement of the Annual Report and the Board of Directors' Report for the Year 2008.

The Chairman assigned Miss Porntip Julla-ied, the Deputy Financial & General Management Director to report the material essences of the Annual Report and the Board of Directors' Report for the Year 2008 for the Shareholders' information.

Miss Porntip Julla-ied, made a report briefly and explained that necessary details of the Company's business operation and Annual Report have been sent for the shareholders' consideration in the Annual Report for the Year 2008 together with the Letter of Invitation to Participate the Meeting.

Mr. Piti Kulworanun's Question, a Shareholder Present in the Meeting in Person :

1. On page 22 ,the shareholding structure, when adding the total number of shares exceeds 500,000,000 shares - how come?

The Company's Secretary Gave an Explanation as following :

1. Because in Dr. Chi's shares of 83,451,400 shares there were 35,056,400 shares or 7.01% inclusive in the portion of the Security Deposit Centre (Thailand) Co.,Ltd., for depositors with 48.71%, thereby making the number of shares to exceed. If deduct 7.01% or approximately 35,056,400 shares of Dr. Chi's shares in the Security Deposit Centre (Thailand) Co.,Ltd., the proportion of shares should be just accurate.

Mr. Pramot Liprattanasakul's Question, a Shareholder Present in the Meeting in Person :

2. Questioning in respect of the progress of organic fertilizer as to how much development has been made?

The Company's Secretary Gave an Explanation as following :

2. The Company has decided to cancel the research since the end of 2008 this was notified in the Annual Report Page No. 16.

The Meeting Resolution : The meeting acknowledged the Company's Annual Report & the Board of Directors' Report For 2008 following the Chairman's Proposal.

AGENDA 3. Consideration to Approve the Balance Sheet & Loss/Profit Sheet as of 31 December 2008.

The Chairman proposed to the meeting to take into consideration to approve the Company's Balance Sheet & Loss and Profit Sheet ending as of 31 December 2008 as already sent to the shareholders this time appeared in the Annual Report from Page No. 50 onwards.

Miss Thitiya Suwaphol' Question, the Thai Investment Promotion Association's Officer :

3. The question concerning the reason of the increase of the remaining products on the first page of the balance sheet.

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

3. The remaining products exhibited in the balance sheet is comprised of 2 major portions i.e.

1. Work during process for value of Baht 262,92 millions which are awaiting for delivery to the clients in the 1-52 Quarter;

2. Steel in stock for value of Baht 702.89 millions bought for production preparation in 1-52 Quarter.

Miss Thitiya Suwaphol' Question, the Thai Investment Promotion Association's Officer :

4. The question concerning the reason of the increase of number trade debtors and debt management measure thereof?

Miss Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

4. In the case of higher level of increased debtors as of 31 December 2008 when compared with that as of 31 December 2007 the reason due to in December 2008 the level of hand-over of products to the clients was higher to that in December 2007. On the debt management the Company open a SIGHT L/C for all clients.

Miss Thitiya Suwaphol' Question, the Thai Investment Promotion Association's Officer :

5. The question concerning the reason of the increase of number of trade creditors, and what's the measure for repayment of the debt?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

5. An increase of number of trade creditors due to the order of steel from abroad into the stock for preparation of production in 1-52 Quarter, by purchase order opening credit L/C for 180 days.

Miss Thitiya Suwaphol' Question, the Thai Investment Promotion Association's Officer :

6. The question concerning in the year 2008 there was a loss from currency exchange? What caused it, does the Company have any measure to prevent it and if so, how?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

6. The loss as a result of currency exchange derived from 2 portions i.e. the debtor and creditor, the reason of the loss from the currency exchange would derive from the creditor, the Company has prevention measure by accepting the payment in JP Yen currency and pay to the creditors in JP Yen currency, and also there is a forward contract partially.

Mr. Sutthiphong Vetwarut's Question, a Shareholder, present in the Meeting in Person :

7. The remaining products with value of so much as Baht 1,010 millions was it set up for depreciation because in the past year the steel price was rather fluctuating?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

7. The Company has made no allowance for depreciation setup because the raw materials purchased in stock being with plan for production in each project in the 1-52 Quarter.

Mr. Sutthiphong Vetwarut's Question, a Shareholder, present in the Meeting in Person :

8. The question concerning the trade creditor for the sum of Baht 1,207 millions in the Balance Sheet, Liabilities and Shareholders' Equity was with L/C opening for how many days?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

8. Trade creditor uses L/C of 180 days.

Mr. Sutthiphong Vetwarut's Question, a Shareholder, present in the Meeting in Person :

9. How much raw material stock (steel sheets) does the Company have?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

9. The Company has purchased steel as stock to last for 30-45 days.

A Shareholder's Question, a Shareholder, present in the Meeting in Person :

10. How long does the work in process take and also the transport time from Thailand to Japan?

Khun Porntip, Deputy Financial Affairs & General Administration , gave the following explanation :

10. The work in process takes 30-45 days the transport time from Japan to Thailand takes approximately 2 weeks.

Mr. Pramot Librattanasakul's Question, a Shareholder Present in the Meeting in Person :

11. What does Raw materials in transit mean?

The Company's Secretary Gave an Explanation as following :

11. Raw material in transit means the raw material which MCS has issued purchase order but has not yet arrived to the Factory pending the travel, such as welding electrodes for an instance.

The Meeting Resolution : The meeting resolved to approve the Ordinary General Meeting of Shareholders as proposed by the Chairman with unanimous vote as following :

For	228,898,007	votes	Computed as	100.00	%
Against	-	votes	Computed as	0.00	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the votes present in the meeting and eligible to vote.

AGENDA 4. Consideration to Approve the Payment of the Dividends and Notice for the Meeting Information Concerning the Payment of the Interim Dividends.

The Chairman informed the meeting for information that in the year 2008 the Company was with net profit of Baht 349.74 millions (Particular Financial Statement of the Company), and proposed for the meeting to consider to approve the payment of the dividends for the Year 2008 business operation results at the rate of Baht 0.30 per share, to which the Company has already paid an interim dividend for the period July – December 2008 at the rate of Baht 0.10 per share on 12 September 2008. Therefore, in the July – December 2008 period will pay an additional dividend of Baht 0.20 per share by paying to the shareholders listed under the Company's Shareholder Register as of 23 March 2009 at 12.00 hours and scheduled for payment to the shareholders on 27 April 2009.

Mr. Piti Kulworanun's Question, a Shareholder Present in the Meeting in Person :

12. Inquiring concerning the dividend distribution policy to pay at least 50% of the net profit less tax why in the year 2008 the payment did not reach the said amount, actually the payment must be about Baht 0.35/share, why the payment was only Baht 0.30?

The Chairman of the Board Gave an Explanation as following :

12. Because the national and the global economical circumstances were not good and certain projects had been cancelled or even postponed of the production, in the capacity of the management, it's required to take into consideration how the Company would survive. So there was a thought that partial of the cash should be

maintained at the Company just in case of contingency, to which if nothing happens then the said amount could be distributed in the next year.

The Meeting Resolution : The meeting resolved unanimously to approve the dividend distribution for the business operation for the year 2009 and acknowledged the payment of the interim dividend following the Chairman's proposal. with unanimous votes as following :

For	228,548,007	votes	Computed as	99.85	%
Against	350,000	votes	Computed as	0.15	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the shareholders' votes present in the meeting and eligible to vote.

Agenda 5 Consideration to Elect the Directors in Place of the Directors Leaving the Office According to Office Term and Fixing of the Directors' Remuneration

Miss Kanchalika Sangparinya, the Company's Secretary reported to the meeting that following the Company's Articles of Association, Chapter4, regarding the Company's Board of Directors, Article 21 provided that in the Annual General Meeting each time 1/3 of the directors shall leave the office of the total number of the directors. If a division could not be made exactly to 1/3 then the closest number of 1/3 of the total number of the directors should leave the office. Currently the Company being with total number of 7 directors. In this year the 2 directors to leave following the office term are Mr. Phairat Viwatborvornwong and Mr. Pornchai Phisarnanukulkit, which in the Board of Directors' Meeting No. 2/2551 on 28 February 2008 agreed to nominate Mr. Phairat Viwatborvornwong to take the office for another term and proposed to appoint Miss Pornpip Julla-ied, Deputy Financial Director & General Management, as a new director in place of Mr. Pornchai Phisarnanukulkit, whose office term ended.

In respect of the directors' remuneration it was proposed to be paid for the sum of not exceeding Baht 3,300,000 each year by allocating to be at the Board of Directors' discretion, the total amount equal to that of the year 2008, and requested the meeting to take into consideration.

The Meeting Resolution : 1. Re-appointing Mr.Phairat Viwatborvornwong to take the office as a Company's director for another term and appointing Miss Pornpip Julla-ied, as another director replacing the leaving director following the office term with unanimous vote as following :

For	228,898,007	votes	Computed as	100.00	%
Against	-	votes	Computed as	0.00	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the shareholders' votes present in the meeting and eligible to vote.

2. Resolved unanimously to approve the payment of the remuneration to the directors, the Audit Committee Members & Secretary following the Audit Committee Chairman's proposal by paying an aggregate amount of not exceeding Baht 3,300,000.- with unanimous vote as following :

For	228,898,007	votes	Computed as	100.00	%
Against	-	votes	Computed as	0.00	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the shareholders' votes present in the meeting and eligible to vote.

AGENDA 6. Consideration to Appoint the Auditor for the Year 2009 and fixing a remuneration thereof.

The Chairman assigned Mr. Somyos Chiamchirungkorn, the Audit Committee Chairman to make a proposal on the appointment of the auditor and fixing of the remuneration thereof for consideration by the meeting.

Mr. Somyos Chiamchirungkorn reported that the Board of Directors is opinion that Thamniti Co.,Ltd., by Mr. Phot Assawasantichai, Certified Accountant No. 4891 or Miss Chantra Wongsriudomporn, Certified Accountant No. 4996, or Miss Wannisa Ngambuathong, Certified Accountant No. 6838, be appointed the auditor for Fiscal 2009 and fixing the auditing remuneration for 2009 for the sum of Baht 1,000,000.- maximum comprising of the following expenses :

1. The Quarterly Financial Statement Review

At Quarterly of Baht 110,000 x 3 quarters	Baht	330,000.-
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2. Annual Financial Statement Report

	Baht	450,000.-
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2. Overall Financial Statement Review total of

Baht 50,000 x 3 Quarters	Baht	150,000.-
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3. Other Fees which may incur

	Baht	10,000.-
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And thus requesting the meeting to take into consideration.

The Meeting Resolution : The meeting resolved unanimously to approve the appointment of the auditor and fixing of the remuneration thereof following the Chairman's proposal :

With unanimous vote as following :

For	228,898,007	votes	Computed as	100.00	%
Against	-	votes	Computed as	0.00	%
Set Aside	-	votes	Computed as	0.00	%

of the total number of the shareholders' votes present in the meeting and eligible to vote.

AGENDA 7. Consideration of Other Matters (if any).

The Chairman opened an opportunity for the shareholders to ask any questions they may have. Certain shareholders made respective inquiries and suggestions as following :

1. Mr. Piti Kulworanun's Question, a Shareholder Present in the Meeting in Person, inquired concerning companies doing business in Thailand similar to MCS business sending work pieces for sale in Japan as to how many of them and as to how many competitors in China and Japan.

The Company's Director mutually explained as following :

1. Companies carrying out business similar to MCS business must hold a valid certificate capable of welding Japanese work. In Thailand there are STP & I & Italian Thai. In respect of in China there are 4-5 companies including Hua Yin with whom MCS made an investment. In Japan there are about 3,000 companies.

2. Mr. Somkiat Chalerm-Issarachai, a Shareholder Present in the Meeting in Person, inquired about the progress of the investment in China and the progress on the Middle East market.

The Company's Director mutually explained as following :

2. The reason for the Company's investment in China is according to what was informed to meeting previously i.e. for use as source of raw materials in the future due to China produces steel of approximately 40-50% of the world's steel output and to know the movement of market in China. At this time to the question whether it's capable to recognize the income as a result of the investment or not, the answer should be not yet, but in August 2009 Hua Yin would go in to apply for welding certificate in Japan like MCS, to which if there be common work in the Year 2010 then the income revenue as a result of this investment can be anticipated. In respect of the Middle East work, we used to get in to take a look, but today we haven't done this. This could be the Company's good fortune because the work there is quite problematic.

3. A shareholder inquired about the factory visit.

The Company's Director mutually explained as following :

3. Mr. Sompong notified that from last year enrollments have been made but due to the Company would make the arrangement during April to which some shareholders proposed that it's inconvenient for them because of engagement with meetings of shareholders pertaining to other companies, an after April the Company was with relatively high level of work and as a result thereby factory visit was not arranged. In this year the Company pre-scheduled that the factory visit would be arranged on Friday 22nd May 2009. Anyone interested to participate shall enroll at the job site.

4. Based on the Balance Sheet the Loss (Profit) sharing in the associated company showed that Hua Yin was in the red, wasn't it? And in the Year 2009 whether the forecast is a loss or not?

The Company's Director mutually explained as following :

4. The reason of the associated company's loss demonstration was due to an adjustment of the exchange rate on the date of entry for investment and at the period end date (31 December 2008) which the rate of exchanges were different, affecting a loss, this was not caused because Hua Yin's actual loss in anyway.

5. On the work in Japan, the Chairman informed that partial certain portion was made and then it was cancelled by the client, how much damage affected?

The Company's Director mutually explained as following :

5. Because the Company accepted the work from the contractor and the L/C was opened which had nothing to do with the Client's cancellation with the Contractor. The work which was cancelled by the Client MCS has already produced the Contract must pay following the contractual agreement.

6. Mr. Piti Kulworanun's Inquiry, a Shareholder Present in the Meeting in Person concerning following the Company's notification to purchase the Company's shares back, would like to ask progress on the said matter whether the same is being carried on or not.

The Company's Director mutually explained as following :

6. Because the Company is of the opinion that the situation on that day and today are not the same, the Company is therefore of the opinion to keep the cash handy at the Company to be the best way, so transaction of purchasing the Company's shares back has not been proceeded.

7. Captain Supoj Khongsiri (R.N.), a Shareholder Present in the Meeting in Person, gave a recommendation concerning the souvenir that the Company should procure to suffice the number of the proxies of the shareholders.

The Company's Director mutually explained as following :

7. The Company acknowledged and to proceed in the next consecutive year.

8. Mr. Thana Atiwatthananon, a Shareholder Present in the Meeting in Person, inquired in respect of Dr. Chi's declaration on many occasions on the decrease of the proportion of the family's shareholding to remain only 30% from the current holding of 37% which the shareholders think that this will become a negative factor if Dr. Chi sells out the shares as declared, and would like to know whether the thought about the sale of the share is still on?

The Company's Director mutually explained as following :

8. Dr. Chi informed that if the shareholders do not wish him to sell the shares then he will not sell his shares at this time.

Since there were no other matters to take into the consideration of the meeting the Chairman of the meeting declared the meeting to be adjourned.

The meeting was adjourned at 11.30 hours.

Signature.....Chairman of the Meeting
(Dr. Nai-Yuan Chi)

The company 's dividend policy

A policy dividend rate at least 50 per cent of net profit after tax and legal reserves, however, companies may make a dividend of less defined above. Depending on financial performance, liquidity needs to be used as working capital for operations. Expansion. And other factors involved in the management of the company.

Opinion of the Committee

Appropriate annual dividend in 2009 another 0.45 baht per share due to the interim dividend at the rate of 0.15 baht per share on September 11, 2009, which included a dividend for the Company's earnings in the year 2009 by 0.60 baht per share paid to shareholders whose names are in the registration book at April 2, 2010 and will pay the dividend on May 4, 2010 .The dividend in 2009, representing 51.12% of net profit after tax and legal reserves belong to the policy of the Company to pay dividends.

The Company has paid dividends for the year 2007-2009 results as described below.

Year	Jan - June (Baht)	Jan - June (Baht)	Total Per Year (Baht)	Percent of Net Profit
2007	0.10	0.23	0.33	50.20
2008	0.10	0.20	0.30	42.92
2009	0.15	*0.45	*0.60	51.12

*Offer to pay an additional 0.45 baht per share and a total of dividend for year 2009 earning is 0.60 Baht per share.

Profiles of directors to re-elect to be director.

(1)

Name	Mr. Somyos Chiamchirungkorn
Age	57
Nationality	Thai
Term as Director	2 Periods
Education	Master of Business Administration Thammasart University Certificate of Director Certification Program (DCP) Class 7th Year 2001
Position	Chairman of Audit committee of M.C.S.Steel Public Company Limited Advisor of Kama Joint Venture Independent Director of Jao Prayamahanakorn Public Company Limited Chairman of Audit committee of Qualitech Public Company Limited
Share Holding in MCS	-
Legal disputes	No case in the past 5 years.
Meeting in 2009	8/8 of Board meeting 6/6 of Audit committee meeting 1 of Annual General Shareholders Meeting 2009
Type of director proposed to appoint	Independent Director
Nominating proposed method	To serve as a one term
Note	Not serve as a director or executives in other activities that might cause conflicts of interest.

(2)

Name	Police Lieutenant General Suwat Chanitthikul
Age	56
Nationality	Thai
Term as Director	2 Periods
Education	Master of Development Administration (Public Administration) National Institute of Development
Administration	Certificate of Director Accreditation Program (DAP) Class 31 Year 2005
Position	Audit committee of M.C.S. Steel Public Company Limited Assistant Commander of Royal Thai Police
Share Holding in MCS	-
Legal disputes	No case in the past 5 years.
Meeting in 2009	8/8 of Board meeting 6/6 of Audit committee meeting 1 of Annual General Shareholders Meeting 2009
Type of director proposed to appoint	Independent Director
Nominating proposed method	To serve as a one term
Note	Not serve as a director or executives in other activities that might cause conflicts of interest.

(3)

Name	Mrs.Vibhada Chartikullavadhana
Age	53
Nationality	Thai
Term as Director	2 Periods
Education	Master of Business Administration Kasetsart University
Administration	Certificate of Director Accreditation Program (DAP) Class 31 Year 2005
Position	Audit committee of M.C.S.Steel Public Company Limited
Share Holding in MCS	-
Legal disputes	No case in the past 5 years.
Meeting in 2009	8/8 of Board meeting 6/6 of Audit committee meeting 1 of Annual General Shareholders Meeting 2009
Type of director proposed to appoint	Independent Director
Nominating proposed method	To serve as a one term
Note	Not serve as a director or executives in other activities that might cause conflicts of interest.

Remuneration Fee

For the year 2010 offer to pay in total no more than 5,870,000 baht per year allocated to the discretion of the Board. Representing the net profit of a million per year by 1% is the minimum wage was 3,000,000 baht per year.

Year	Net Profit (Separate) Million (Baht)	Remuneration Fee (Baht) / Year
2007	328.67	3,000,000
2008	349.47	3,300,000
2009	586.80	3,300,000
2010		5,870,000

Definition of Independent Director.

1. Shareholding not exceeding 5 per cent of the paid-up capital of the company or Joint subsidiary or related company. whereof include the shares held by those involved.
2. A director who does not participate in the management of the company. Joint subsidiary companies. Or major shareholders of the company.
 - Is not an employee, employees, directors or consultants who receives a regular salary from the company or Joint subsidiary companies or major shareholders of the Company as Managing Director (President) of the Audit Committee can not be due to the Managing Director directly responsible to management and so on.
3. A director with no interest, whether direct or indirect. In finance and management of the company ,subsidiary firms or major shareholders of the company.
 - A director with no interest or interest in the above manner before period 1 year was appointed as the Audit Committee. Unless the Board of Directors. Considered carefully and see. To have an interest or interest will not affect the duties and provide an independent opinion.
4. Is not a director who is involved or close relatives of the executives or major shareholders of the company.
5. The directors have been appointed to represent the interests of the Directors. Major shareholders. Or shareholders who are related to major shareholders of the company.
6. To perform duties. Comment or report the performance of assigned duties by the Board. Not under the control of management or major shareholders of the company. Including those related or close relatives of such person.

Note : The company defines independent directors of the company which is equal to the minimum requirements of the Securities and Exchange Commission or the Stock Exchange of Thailand.

Board of Directors Meeting No. 2 / 2010 to consider the appointment of the auditor of the company and their fee.

Opinion of the Audit Committee.

1. Offer to appoint Dharmniti Auditing Company Limited as followings;

Name	C. P. A. License No.	Total (Year) to be Auditor for MCS	
1. Mr.Pot Atsawasantichai	4891	-	or
2. Ms.Jantra WongSriudomporn	4996	-	or
3. Ms.Wanvisa Ghambuathong	6838	1	or
4. Mr.Tanawut Piboonsawat	6699	-	

All auditors and relevant are not relationships and / or interest between the company / subsidiaries / management / major shareholders.

2. Audit Fee not exceeding 1,000,000 Baht

Audit Fee

Description	2009	2010
The Quarterly Financial Statement Review	330,000	390,000
Annual Financial Statement Report	450,000	500,000
The Consolidated Financial Statements Review	150,000	75,000
Audit consolidated Financial Statements	60,000	35,000
Other Fees which may incur	10,000	-
Total	1,000,000	1,000,000

Evidence to show the right call

Attendees must show the following documents prior to meeting (as the case may).

Individual Shareholders.

1. If shareholders attend the meeting themselves.
 - a. Identification card or government official or passport (if a foreigner).
2. If the proxy.
 - a. Proxy that has shipped with a complete full text.
 - b. A copy of identification card or government official or passport (if a foreigner) of the proxy and proxies must be certified copies.

A Corporate shareholders.

1. If authorized to sign on behalf of the corporate participants themselves.
 - a. Identification card or government official or passport (if a foreigner).
 - b. Copy of Certificate of Ministry of Commerce certified copy must be signed by the authorized corporate representative.
2. If the proxy.
 - a. A copy of identification card or government official or passport (if a foreigner) of the proxy and proxies must be certified copies.
 - b. A copy of the certificate or copy of certificate of Commerce entity (if a registered foreign entity) to ensure accurate copy.

Map

