

(Translation)

Request Form for Shareholders' Meeting Resolution to Approve Acquisition
of New Securities without Requirement to Make a Tender Offer for All
Securities of the Business

4 January 2018

To Shareholders of Bangpakong Terminal Public Company Limited

I, Millcon Steel Public Company Limited, the Applicant, residing at 9, 11, 13 Soi Bangkradee 32, Bangkradee Road, Samaedam Sub-district, Bangkhunthian, Bangkok, Tel: 02-6523-333, wish to request the resolution of the shareholders meeting to approve our acquisition of newly issued ordinary shares of Bangpakong Terminal Public Company Limited ("the Business") without the requirement to make a tender offer for all securities of the Business. The details are as follows;

1) The amount of securities for which the resolution of the shareholders meeting is requested:

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested (Baht)
			Number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Ordinary shares		492,326,871	45.71	45.71	0.90	443,094,183.90
Preferred shares		-	-	-	-	-
Warrants	Exercise ratio: Exercise period: Exercise price:	-	-	-	-	-
Convertible bonds	Conversion ratio: Conversion period: Conversion price:	-	-	-	-	-

¹ Underlying shares = units of securities multiplied with number of shares to be acquired from the exercise/conversion of one unit of securities in each issue.

² Number of outstanding shares of the Business = paid-up shares of the Business after this issuance of capital increase shares + underlying shares of warrants/convertible bonds for which the resolution is requested.

³ Total voting rights of the Business = Total voting rights of the Business after the issuance of convertible bond + Total voting rights of the underlying shares for warrant/convertible bond for which the resolution is requested.

Class	Issue	Number of shares/ underlying shares ¹ for which the resolution is requested	Percentage of shares/ underlying shares for which the resolution is requested in comparison with		Unit price of securities for which the resolution is requested	Value of securities for which the resolution is requested (Baht)
			Number of outstanding shares of the Business ²	Total voting rights of the Business ³		
Other securities (if any)		-	-	-	-	-
		Total	45.71%	45.71%		443,094,183.90

The Board of Directors' meeting of the Business No. 9/2017 held on 7 December 2017 resolved to propose to the Extraordinary General Meeting of shareholders to consider the issuance and allocation of securities as follows;

Registered Capital Increase	364,662,059.12 Baht	536,267,734 shares
Divided into,		
- Right Offering	198,782,272.28 Baht	292,326,871 shares
- Private Placement	136,000,000.00 Baht	200,000,000 shares
- Right adjustment of BTC-W3	29,879,786.84 Baht	43,940,863 shares

1. Not over than 292,326,871 shares to be allotted to existing shareholders of the Business (Right Offering) in proportion to their respective shareholding at the offering ratio of 2 existing shares to 1 newly issued share at the offering price of 0.90 Baht per share and total amount of the issuance of not exceed 263,094,184 Baht. Existing shareholders can oversubscribe for shares. In case of unsubscribed shares from the right offering and oversubscription by existing shareholders, the Business shall allot the unsubscribed shares to Millcon Steel Public Company Limited ("MILL" or "the Applicant") at the price of 0.90 Baht per share ("PP Price") which is equal to the right offering's price.
2. Not over than 200,000,000 shares to be allotted to the private placement investors, MILL, at the offering price of 0.90 Baht, not exceeding 180,000,000 Baht in total.
3. Not over than 43,940,863 shares as additional underlying shares for the right adjustment of BTC-W3.

The Business has determined the subscription date of capital increase share offered to the existing shareholders and to the Applicant, and shall later allocate remaining shares from the right offering to the Applicant. In case that the existing shareholders do not subscribe for the newly issued share and the Applicant subscribed for all of the remaining shares from the right offering, the Applicant will hold not over than 492,326,871 shares and will have voting rights of not over than 492,326,871 votes or 45.71 percent of total voting rights of the Business after the capital increase, resulting in the Applicant to hold more than 25 percent of total voting rights

of the Business. In such case, the Applicant will be obligated to submit a tender offer in compliance to Section 247 of Securities and Exchange Act B.E. 2535 (as amended) and the Notification of the Capital Market Supervisory Board No. TorJor 12/2554 Re:Rules, Conditions and Procedures for the Acquisition of Securities for the Business Takeover; dated 13 May 2011(as amended).

Hence, the Applicant wish to obtain a waiver from making a tender offer for all securities of the Business by virtue of the resolution of the Extraordinary General Meeting of the Shareholders No. 1/2018 to be held on 8 February 2018.

2) Shares currently held

(Information as of at the submission date of the application for a waiver to the Office of the Securities and Exchange Commission ("SEC"))

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the Business ⁴	Percentage in comparison with the total voting rights of the Business ⁵
I. The Applicant	-	-	-	-
II. Person in the same group with the Applicant				
1.	-	-	-	-
III. Related person under Section 258 of the person under I and II				
1.	-	-	-	-
		Total	-	-

⁴ Total number of outstanding shares of the Business = No. of common shares + preferred shares

⁵ Total voting rights of the Business = Total paid-up shares of the Business having voting rights

3) Number of securities and maximum voting rights obtained after acquiring of the securities under Clause 1.

Name of person / juristic person	Class of securities	Number of shares/ underlying shares held prior to request for the resolution ⁶	Number of shares/ underlying shares for which the resolution is requested ⁷	Securities to be held after the acquisition of securities under Clause 1	
				Number of shares/ underlying shares ⁸	Percentage of shares/underlying shares in comparison with the total voting rights of the Business ⁹
I. The Applicant	Ordinary shares	-	Not over than 492,326,871	Not over than 492,326,871	Not over than 45.71%
	Preferred shares	-	-	-	-
	Warrants	-	-	-	-
	Convertible bonds	-	-	-	-
	Other securities (if any)	-	-	-	-
II. Person in the same group with the Applicant					
1.		-	-	-	-
2.		-	-	-	-
III. Related person under Section 258 of the person under I and II					
1.		-	-	-	-
2.		-	-	-	-
Total				Not over than 492,326,871	Not over than 45.71%

⁶ As for the underlying shares for convertible securities prior to the request for resolution, specify only the number of shares to be acquired from exercise of purchase or conversion right under convertible securities acquired from the previous grant of waiver from the requirement to make a tender offer for all securities of the Business prior to the request for the resolution at this time (if any)

⁷ See Footnote 1

⁸ See Footnote 1

⁹ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for capital increase at this time + the total voting rights of the underlying shares for convertible securities held after the acquisition as specified in I to III.

- 4) The Applicant or related persons under Section 258 of the Applicant or of the persons in the same group of the Applicant, holds convertible securities or has other agreements which shall result in additional acquisitions of shares or convertible securities.

-None-

- 5) Information relating to the Applicant. (In case the Applicant is a juristic person, information under (2) to (4) shall be specified)

- 1) Corporate Information /Nature of business operation/Occupation in brief;

Millcon Steel Public Company Limited founded on 31 July 1998 with a registration number 0105541047713. The Company transformed into a public company on 1 June 2007 with a registration number 0107550000076, as a public company registered in Thailand. The Company's registered addresses are;

Head Office 9, 11, 13 Soi Bangkradee 32, Bangkradee Road, Samaedam Sub-district, Bangkhunthian District Bangkok 10150

1st Branch Office 52 Thaniya Plaza Building, Floor 29, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

2nd Branch Office 99 Moo 3 Tumbon Nikhom Phattana, Amphoe Nikohom Phattana, Rayong 21180

Millcon Steel Public Company Limited Group or Millcon is one of leading integrated producers and distributors of steel products providing variety products certified by both domestic and international standards. Millcon strived to increase its productivity to increase business value through its strategies based on the concept; "Think Beyond Steel" applying to the 3 major business which are 1. Construction Material: providing supply chains for up-stream to down-stream, 2 Special Steel: serving steel services for automobile industry and, 3. Supporting core business: investing in businesses supporting the Company's core business and serving every aspect of diversified demand of consumers in the business.

Moreover, Millcon as well offers integrated steel service center with various quality steel to serve diversified needs of customers, such as round bars, deformed bars, lip channel steel, and others, which have earned both domestic and international standard certification. The Company distributes its products throughout the country via dealers and seeks for appropriate channel to reach retail customers.

- 2) Registered capital and paid-up capital

As of 20 December 2017, the Applicant has registered capital of 2,114,244,321.20 Baht and paid-up capital of 1,621,786,862.40 Baht, divided into 3,862,348,930 common shares at par value of 0.40 Baht and 192,118,226 preferred shares at par value of 0.40 Baht.

3) List of top ten major shareholders of the Applicant, as of 21 September 2017.

Name	No. of shares	Percentage of shares comparing to total paid-up shares of the Applicant ¹⁰	Percentage of voting rights comparing to total voting rights of the Applicant ¹¹
Mr. Sittichai Leeswadtrakul	1,672,542,662	41.25	41.25
General Engineering Public Company Limited	729,899,999	18.00	18.00
Bangkok Bank Public Company Limited	300,000,000	7.40	7.40
THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, SINGAPORE BRANCH	58,110,000	1.43	1.43
Mrs. Suchada Leeswadtrakul	56,322,300	1.39	1.39
Danieli Co., Ltd	50,683,209	1.25	1.25
UBS AG SINGAPORE BRANCH	50,400,000	1.24	1.24
Mrs. Areerat Leeswadtrakul	49,369,133	1.22	1.22
Ms. Thanika Tangpoonpolwiwat	43,785,148	1.08	1.08
Mrs. Ladda Leeswadtrakul	30,505,000	0.75	0.75

Note: Danieli Co., Ltd has registered capital of 1,445 million Baht with the following shareholders as of 27 October 2017;

Name	No. of shares	%
INDUSTRIELLE BETEILIGUNG S.A.	14,449,994	100.00
Mr. Gaicomo Maresti Danieli	4	0.00
Mr. Altonello Modergrìa	1	0.00
Mr. Alessandro Brussie	1	0.00
Total	14,450,000	100.00

4) The latest list of directors of the Applicant as of 7 December 2017;

Name	Position
Gen. Winai Phattiyakul	Chairman of the Board / Independent Director
Pol. Gen. Soontorn Saikwan	Vice Chairman of the Board / Independent Director
Mr. Pratana Bongkojmass	Independent Director
Mr. Apichart Chirabandhu	Independent Director
Mr. Sakchai Tanaboonchai	Independent Director
Mr. Sittichai Leeswadtrakul	Independent Director
Ms. Suttirat Leeswadtrakul	Director
Ms. Jureerat Lapanavanich	Director
Mr. Sophon Pholprasith	Director
Mr. Vipoota Trakulhoon	Director
Mr. Teerayuth Lertsirarankson	Director

¹⁰ Total paid-up shares of the Applicant = No. of common share + No. of preferred shares - shares repurchased and outstanding at the end of a month prior to the month in which the application for a waiver is submitted to the SEC Office.

¹¹ Total voting rights of the Applicant = Total voting rights of paid-up shares of the Applicant

Mr. Pravit Horungruang

Director

- 6) Relationship between the Applicant and the Business, executives, persons with power of control, or major shareholders of the Business, whether it is by way of shareholding, contract or agreement in force or to be executed on various matters (such as management, etc.) and mutual material agreement. In case the Applicant is a connected person of the Business, the nature of relationship as connected person of the Business, such as, being an executive or major shareholder of the Business, shall be specified.

The Applicant or the related persons under Section 258 of the Applicant do not have any relationship with the Business, executives, persons with controlling power or major shareholders of the Business.

6.1 Relationship between the Applicants and the Business

As of the issuance date of this letter, the Applicant does not have any relationship and is not a connected person of the Business, except for normal business transaction.

6.2 Relationship between the Applicants and the management and/or persons with power of control of the Business

As of the issuance date of this letter, the Applicant does not have any relationship with executives and/or persons with controlling power of the Business.

6.3 Connected transaction between the Applicants, subsidiaries and major shareholders of the Business

The Applicant currently is the customer of the Business, using port and transportation services. As for the offering of capital increase shares, the Applicant and the Business has negotiated to;

1. After the capital increase, the Applicant shall assign 2 appropriate persons to be appointed as members of the Board of Directors of the Business (2 from 9 board seats of the Business) .
2. The Applicant is willing to lock-up its shares in the Business for a period of 18 months from the date which the newly issued shares are traded on the Stock Exchange.
3. After the capital increase and investment on the new business according to a plan of the Business, the Business shall be a major logistic service provider for Millcon and its subsidiaries.

Both parties did not sign an agreement for the negotiation results.

- 7) List of the Applicant's related persons under Section 258, who are shareholders of the Business as at the date of identifying shareholders having the right to attend the meeting, namely, on 21 December 2017.

Name	Number of shares	Percentage in comparison with the total number of outstanding shares of the Business ¹²	Percentage in comparison with the total voting rights of the Business ¹³
-	-	-	-

¹² See Footnote 4

¹³ See Footnote 5

- 8) List of board of directors according to the latest list of directors of the Business as at 20 December 2017 and the expected list of directors after the acquisition of newly issued securities under Clause 1

<u>Before the waiver</u>		<u>After the acquisition of securities in Clause 1</u>	
Name	Position	Name	Position
Gen. Jongsak Panichkul	Chairman of the Board	Gen. Jongsak Panichkul	Chairman of the Board
Mr. Virasak Sutanthavibul	Chairman of Audit Committee	Mr. Virasak Sutanthavibul	Chairman of Audit Committee
Mrs. Aree Termwattanapakdee	Audit Committee	Mrs. Aree Termwattanapakdee	Audit Committee
Mr. Santi Pongjareanpit	Audit Committee	Mr. Santi Pongjareanpit	Audit Committee
Mr. Thitisak Skulkroo	Chairman of Executive Committee/CEO(Acting)/Vice Chairman of the Board	Mr. Thitisak Skulkroo	Chairman of Executive Committee/CEO(Acting)/Vice Chairman of the Board
Mr. Danai Piamthipmanust	Director	Mr. Danai Piamthipmanust	Director
		<i>The Applicant's Representative</i>	<i>Director</i>
		<i>The Applicant's Representative</i>	<i>Director</i>

The Applicant shall consider representatives to be appointed as 2 directors of the Business from the total 9 board seats. (The Business currently has 5 directors and is seeking for appropriate persons for the position in the Board of Directors, and on 4 January 2018, the Board of Directors' meeting of Bangpakong Terminal Public Company Limited has appointed Mr. Pongsiri Sirithorn as a director and CEO. The appointment shall be effective on 1 March 2018.)

- 9) Operation plan after the acquisition of securities under Clause 1

9.1 Business Management Policy and Plan

The Applicant shall consider representatives to be appointed as 2 directors of the Business from the total 9 board seats. However, the Applicant does not have any plan or policy to change the Business's business policy or plan. The Board of Directors of the Business have full authority to make a decision for the Business's investment and management.

9.2 Connected Transactions

The Applicant currently is a customer of the Business using port and transportation services, contributing 3 percent of the Business's total revenue in 2016. However, combined with an associated company of the Applicant, revenue contributed by the Applicant and the associated company accounted for 51 percent and 34 percent of the Business's total revenue in 2016 and 9 months 2017. In this regard, after the acquisition of securities under Clause 1, the Applicant shall become a major shareholder and a related person of the Business. After the capital increase and investment in transportation business, the Applicant intends to use transportation service from the Business as a major service provider, under the same business conditions as other major customers, which the Board

of Directors of the Applicant shall carefully consider the condition of transactions. Any related transaction that might occur in the future will be carefully considered by the Board of Directors and shareholders of the Applicants. Thus, the Applicant shall abide by the Notification of Capital Market Supervisory Board TorChor 21/2551 Re: Rules on Connected Transactions, and shall disclose information in accordance to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

10) I have duly submitted this written request for the resolution of the shareholders meeting to the SEC. The SEC shall grant a waiver from the requirement to make a tender offer for all securities of the Business, subject to the following conditions:

10.1 The shareholders meeting passes the resolution granting the approval for the Business to issue new securities to me, provided that:

- (1) In case the number of securities I intend to acquire under Clause 1 will not cause me to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote; or
- (2) In case the number of securities I intend to acquire under Clause 1 will cause me to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and no shareholders, with the aggregate voting rights of five percent or more of the total number of votes of the shareholders attending the meeting, object to the application for a waiver, and the securities to be acquired shall be the securities remaining from the offering to the existing shareholders in proportion to the number of shares already held by each shareholder.

In this regard, in case we are a shareholder of the Business, we shall have no right to vote on such agenda.

10.2 The shareholders have sufficient information for decision making, whereby the notice of the shareholders meeting of the Business contains the details at least as prescribed in the Notification of the SEC Office governing this matter.

10.3 I and my related persons under Section 258 shall not acquire securities of the Business from the date on which the board of directors passes the resolution to issue new securities to us until the date on which the shareholders meeting of the Business passes the resolution.

10.4 In case the price of shares or the price for exercise of conversion right under convertible securities to be acquired by us under Clause 1 is considered as an offer of newly issued ordinary shares at a low price as per the Notification of the Securities and Exchange Commission governing the application for

and grant of permission to offer newly issued ordinary shares, the calling for the shareholders meeting of the Business, the notice of the shareholders meeting of the Business, and the resolution of the shareholders meeting of the Business relating to such agenda shall be in accordance with the rules as specified in such Notification.

10.5 In case we are a connected person of the Business, the votes of our related persons under Section 258 shall not be included in the voting on the resolution under Clause 10.1, and we have disclosed such information as prescribed in Clause 4(1) of the SEC Office Notification No. SorChor. 36/2546 in this written request for resolution of the shareholders' meeting.

I hereby certify that the foregoing information is accurate, complete, and true without misleading information and no concealment is made on any material facts which should be disclosed.

[Company Logo]

(Signed) Ms. Suttirat Leeswadtrakul

(Ms. Suttirat Leeswadtrakul)

(Signed) Ms. Suttirat Leeswadtrakul

(Ms. Jureerat Lapanavanich)

The Applicant