



บริษัท 2 เอส เมทัล จำกัด (มหาชน)

8/5 หมู่ที่ 14 ตำบลท่าช้าง อำเภอเมืองสงขลา จังหวัดสงขลา

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2S METAL Public Company Limited

8/5 Moo 14, Tachang, Bangklum, Songkhla 90110, Thailand.

www.ss.co.th

Ref: S2_BoD004/2015

March 10th, 2015

Subject Notice of Annual General Meeting of Shareholders for the year 2015

To Shareholders of 2S Metal Public company Limited

- Attachments
1. The copy of the Minutes of the Annual General Meeting of Shareholders for the year 2014
 2. Annual Report for the year 2014, (CD Rom)
 3. Preliminary information of directors who retired by rotation and proposed to be reelected.
 4. Preliminary information for Consideration to appointment the Company's Auditor for the year 2015, and assign emolument
 5. Proxy form B.
 6. Preliminary information of Independent Directors who represent to be a proxy and the Definition of Independent Directors.
 7. Conditions and procedures of the meeting of shareholders, voting and appointment of proxies.
 8. Company's Articles of Association, Shareholders' Meeting.
 9. Request form for the Annual Report of the year 2014.
 10. Map of the place to attend the Annual General Meeting.
 11. Registration Form for the Annual General Shareholders Meeting.

The Board of Directors' Meeting of 2S Metal Public company Limited No.1/2015 held on 26 February 2015 resolved that the Annual General Meeting of Shareholders 2015 be held on Friday, 10 April 2015 at 10.00 at Saladeang Room, 4th floor, Q.House Lumpini Building, No.1 South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok Metropolis with the following agenda:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2014

Fact and reason The 2014 Annual General Meeting of Shareholders had been held on 24th April 2014. A copy of the minutes is attached in (attachment 1).

Opinion of the Board of Directors The Board of Director recommends that the minutes of Annual General Meeting of Shareholders no.1/2014 dated April 24, 2014 be certified.

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2014.

Fact and reason the Company's operation and performance for the year 2014 as the details is shown in the Annual Report of 2014 which is sent to shareholders together with the Notice of this Meeting (attachment 2).

Opinion of the Board of Directors The Board recommends that the meeting acknowledged the Company's operating results for the fiscal year 2014.

Agenda 3 Consider and approve the Company's financial statement 2014, for the fiscal year ended 31 December 2014

Fact and reason to get an approval for balance sheet and profit and loss statement for the fiscal year ended 31 December 2014 as appeared in the Annual Report 2014 (Attachment 2) which had been certified by the auditors and considered by the Audit Committee and the Board of Directors.

Opinion of the Board of Directors The Board considered and concluded that the Meeting should approve balance sheet and profit and loss statement for the fiscal year ended 31 December 2014 as appeared in the Annual Report 2014 which had been distributed to shareholders together with the Notice of the Meeting.

Agenda 4 To consider and approve dividend payment

Fact and reason The Company has a policy to pay dividend at the rate of at least 40% of net profit after corporate income tax of the Company's Financial Statements and after statutory reserve and other reserve as specified by the Company. Such dividend payment may change subject to the Company's financial position, operating performance, investment plan, and other factors considered necessity and appropriate in the future and as deemed proper by its Board of Directors and/or the Shareholders' meeting.

As the company's operating result in 2014 and financial status for the fiscal year ended 31 December 2014, the Company had net profit of Bt. 37,474,083 and has completely the legal reserve 10% of total paid-up capital.

Hence, the Board of Directors wish to propose the meeting to pay dividend of year 2014 from the company's separate financial statement of Non BOI business at Baht 0.10 per share, totaling Baht 29,999,997.10 (equivalent 80.06% of the Company's total net profit of year 2014.) to the company's shareholders whose names appear on the record date on March 13th, 2015 to determine the rights to receive dividend and gathering shareholder's name under the Section 225 of the Securities and Exchange Act by the book closing date will be on March 16th, 2015, and the dividend will be paid on May 8th, 2015.

Information for comparison with the dividend distribution in previous years

Details	*2012	2013	2014 (being proposed)
- Net Profit under the Company's separate financial Statement	47.46	73.50	37.47
- Number of shares entitled to dividends (Million Shares)	250	300	300
- Basic profit per share (Baht/share)	0.16	0.25	0.14
- Dividend payable per share (Baht/share)	0.22224	0.12	0.10
- Total dividend payable (million Baht)	55.56	36.0	30.0
- Dividend payout (%)	117.7	48.98	80.06

* Paid stock dividend by ordinary shares in the ratio of 5 existing shares per 1 stock dividend, equivalent Baht 0.20 per 1 stock dividend and Paid dividend by cash at Baht 0.02224 per share

Opinion of the Board of Directors The Board considered and concluded that the Meeting should approve such dividend payment.

Agenda 5 To consider the election of directors in replacement of those who are due to retire by expiration of term

Fact and reason According to the Company's regulation No.18, it is stated that "At every annual general shareholder meeting, one third of the directors must leave the Board. If the number of directors is not divisible by three, then the number of retired directors will be the closest number of one third".

The directors who due to retire by the expiration of term at this year are:

1. Pol.Gen Amnouy Phetsiri Chairman of the Board / Independent Director
2. Mr. Sombat Leeswadtrakul Chief Executive officer
3. Mr. Sangrung Nitipawachon Managing Director

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from December 12, 2014 to January 31, 2015. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee has considered the qualification of the directors and Independent directors as per the nomination procedure by competence, experience and other qualifications required by laws. Accordingly, the 3 retired directors by rotation are proficient, suitable for the position. Consequently, the Board of Directors propose the shareholders meeting to re-elect the above retired directors to be the Company's director for another term. The qualification of Independent Director as appeared in the attachment 6.

Opinion of the Board of Directors Agreed to the resolution of the Nomination and Remuneration committee to propose the shareholder meeting to re-elect the above retired directors to be the Company's director for another term (Detail information of the directors and their meeting attendance is as shown in the Attachment 3).

Agenda 6 To consider and approve director's remuneration for the year 2015

Fact and reason According to the Company's regulations No.34, the Company's directors are eligible to receive remuneration in the form of reward, meeting allowance, bonus, or benefit in other forms as specified by the Meeting.

Regarding to the meeting of the Nomination and Remuneration committee has considered the remunerate base on comparable to the same industry with the same size. The remunerate consisted of attendance fees and bonus at the same rate of year 2014, amount Baht 4.00 million. The details of attendance fees are followings;

	Board of Directors Meeting(Baht/time)	Audit Committee Meeting (Baht/time)
Chairman	50,000	20,000
Director	15,000	15,000



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For the director of a company that has as its employees, will not receive any remuneration as detailed above.

Opinion of the Board of Directors Agreed to the resolution of the Nomination and Remuneration committee to propose the shareholder meeting to consider and approve the directors' remuneration for the year 2015, at the same rate of year 2014 with amount not exceeding Baht 4.00 million. The AGM authorized the Board of Directors has the authority to determine the remuneration rates or bonuses to directors as appropriate, but shall not exceed Baht 4.00 million per year.

Agenda 7 To consider the appointment of auditor and determination of the audit fee

Fact and reason The Audit Committee has considered it appropriate to appoint Mr. Somkid Tiatragul, Certified public auditor license No. 2785 or Mrs. Sumalee Chokedeeanant Certified public auditor license No. 3322 or Miss Sansanee Poolsawat, Certified public auditor license No. 6977 or, Mr. Teerasak Chuasrisakul, Certified public auditor license No. 6624 of Grant Thornton Co., Ltd. as the Company's auditors for the year 2015 with the remuneration for the amount of 810,000 baht per year, excluded other expenses such as traveling expense, accommodation or allowance, etc., The details of preliminary information are shown in Attachment 4.

Such auditor shall have no relationship or no conflict of interest with the Company, the Subsidiary, associated company, executives, major shareholders or person who are related to those people.

Opinion of the Board of Directors the Board concluded that the Shareholders Meeting should appoint auditors from Grant Thornton Co.,Ltd. Which have been considered by the Audit Committee to be the Company's auditors for the year 2015 with the remuneration for amount 810,000 Baht per year.

Agenda 8 Other business, (if nay).

We greatly appreciate you attendance at the date, time and place as specified. The registration desk will be ready for shareholders to register for attend the meeting at 9:30 and Shareholders who may wish to appoint other person or Independent directors as a proxy to attend the Meeting and vote on behalf of the principle shareholder, please will in the proxy form B (attachment 5) and submit to the company at the registration desk meeting. The proxy form A or C are available to download on the Company's website (www.ss.co.th)

The Company had set record date for the ddrights to attend the meeting on 13 March 2015 and gathering shareholders' name under the Section 225 of the Securities and Exchange Act by the book closing date on 16 March 2015.

Yours sincerely,

(Mr. Sombat Leeswadtrakul)

Chief Executive Officer