Ref: S2_BoD004/2016

March 8th, 2016

Subject Notice of Annual General Meeting of Shareholders for the year 2016

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 2015
 - 2. Annual Report for the year 2015, (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 2016, 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 2015.
 - 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 has resolved that the Annual General Meeting of Shareholders 2016 be held on Friday, 7 April 2016 at 10.00 at Sathorn 2 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 2015

<u>Fact and reason</u> The 2015 Annual General Meeting of Shareholders had been held on 10th April 2015. A copy of the minutes is attached in (attachment 1).

<u>Opinion of the Board of Directors</u> The Board of Director recommends that the minutes of Annual General Meeting of Shareholders no.1/2015 dated April 10, 2015 be certified.

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

<u>Fact and reason</u> the Company's operation and performance for the year 2015 as the details is shown in the Annual Report of 2015 which is sent to shareholders together with the Notice of this Meeting (attachment 2).

<u>Opinion of the Board of Directors</u> The Board recommends that the meeting acknowledged the Company's operating results for the fiscal year 2015.

Agenda 3 Consider and approve the Company's financial statement 2015, for the fiscal year ended 31 December 2015

<u>Fact and reason</u> to get an approval for balance sheet and profit and loss statement for the fiscal year ended 31 December 2015 as appeared in the Annual Report 2015 (Attachment 2) which had been certified by the auditors and considered by the Audit Committee and the Board of Directors.

<u>Opinion of the Board of Directors</u>: The Board considered and concluded that the Meeting should approve balance sheet and profit and loss statement for the fiscal year ended 31 December 2015 as appeared in the Annual Report 2015 which had been distributed to shareholders together with the Notice of the Meeting.

Agenda 4 To consider and approve dividend payment

<u>Fact and reason</u> 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 2015 and financial status for the fiscal year ended 31 December 2015, the Company had net profit of Bt. 29,539,308 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 2015 from the company's separate financial statement of Non-BOI business and the company's Retained Earning at Baht 0.10 per share, totaling Baht 29,999,997.10 (equivalent 101.6% of the Company's total net profit of year 2015.) to the company's shareholders whose names appear on the record date on March 14th, 2016 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 15th, 2016, and the dividend will be paid on April 28th, 2016.

Information for comparison with the dividend distribution in previous years

Details	2013	2013	2014 (being proposed)
- Net Profit under the Company's separate financial Statement	73.50	37.47	29.54
- Number of shares entitled to dividends (Million Shares)	300	300	300
- Basic profit per share (Baht/share)	0.25	0.14	0.10
- Dividend payable per share (Baht/share)	0.12	0.10	0.10
- Total dividend payable (million Baht)	36.0	30.0	30.0
- Dividend payout (%)	48.98	80.06	101.6

Opinion of the Board of Directors The Board considered and concluded that 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:

a. Mr. Surapon Satimanont Director, Audit Committee and Independent

Director

b. Miss Bunsri Panyapiamsak Director c. Mr. Preeda Wongsatitporn 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 18, 2015 to January 31, 2016. 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.

Attachment 3).

<u>Opinion of the Board of Directors</u> 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

Agenda 6 To consider and approve director's remuneration for the year 2016

<u>Fact and reason</u> 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. Addition, the company has expended the established subsidiaries which the directors also more responsibilities. Consequently, the Board of Directors shall propose the shareholders meeting to approve the remunerate for the company's director of year 2016 (excluded Executive directors), consisted of the base salary for Chairman and others director with Baht50,000 and Baht 30,000 respectively, the attendance fees of each meeting with Baht15,000 per person and bonus shall be depend on the Company's operation of year 2016. Anyhow, the remunerate total amount will not exceed Baht 4.00 million,

<u>Opinion of the Board of Directors</u> 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 2016 (excluded the Executive directors) at the same rate of year 2015 with total amount not exceeding Baht 4.00 million, consisted of the base salary, the attendance fees and bonus as the detail above. 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 2016 with the remuneration for the amount of 1,090,000 baht per year, excluded other expenses such as traveling expense, accommodation or allowance, etc., The details of preliminary information are shown in Attachment 4.

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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.

<u>Opinion of the Board of Directors</u> 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 2016 with the remuneration for amount 1,090,000 Baht per year.

However, according to the resolution of the AGM 2015 has approved the audit remuneration of year 2015 for amount 810,000 Baht. Due to the company enter into a share purchase of the common shares of a company that is registered under the law of Lao PDR. that the remuneration was increased to 1,410,000 Baht for preparation of the company's consolidated financial statements.

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 14 March 2016 and gathering shareholders' name under the Section 225 of the Securities and Exchange Act by the book closing date on 15 March 2016.

Yours sincerely,

(Mr. Sombat Leeswadtrakul) Chief Executive Officer