

Ref: S2_BoD006/2017

April 11th, 2017

Subject Notice of Annual General Meeting of Shareholders for the year 2017

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 2016
2. Annual Report for the year 2016, (CD Rom)
3. Preliminary Details of warrants to purchase an ordinary share of the Company allocated to the existing shareholders of the Company. No. 1 (2S-W1)
4. Capital Increase form (F53-4)
5. Preliminary information of directors who retired by rotation and proposed to be reelected.
6. Preliminary information for Consideration to appointment the Company's Auditor for the year 2016, and assign emolument
7. Proxy form B.
8. Preliminary information of Independent Directors who represent to be a proxy and the Definition of Independent Directors.
9. Conditions and procedures of the meeting of shareholders, voting and appointment of proxies.
10. Company's Articles of Association, Shareholders' Meeting.
11. Request form for the Annual Report of the year 2016.
12. Map of the place to attend the Annual General Meeting.
13. 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 2017 be held on Wednesday, 26 April 2017 at 10.30 at Sathorn 1 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 2016

Fact and reason The 2016 Annual General Meeting of Shareholders had been held on 7th April 2016. 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.1/2016 dated April 7, 2016 be certified.

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2016.

Fact and reason the Company's operation and performance for the year 2016 as the details is shown in the Annual Report of 2016 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 2016.

Agenda 3 Consider and approve the Company's financial statement 2016, for the fiscal year ended 31 December 2016

Fact and reason : To get an approval for balance sheet and profit and loss statement for the fiscal year ended 31 December 2016 as appeared in the Annual Report 2016 (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 2016 as appeared in the Annual Report 2016 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 and financial status for the fiscal year ended 31 December 2016, the Company's separate net profit was Bt. 334,309,172 and has completely the legal reserve 10% of total paid-up capital.

Hence, the Board of Directors wish to propose the shareholders meeting to allocation of dividend for the year 2016 at Baht 0.5133 per share with an amount not exceeding Baht 154 million, representing a dividend payout ratio of 46.07% from the Company's separate financial statement

of the year 2016. The dividend shall be paid from the Company's operation of Non BOI business, which accounts for the corporate income tax of 20 percent of net profit. Thus, the total dividend will be deducted withholding tax at the rate specified by law. The cash dividend will be paid the withholding tax, which individual shareholders received a tax credit in calculating tax under Section 40 bis.

However, the Board of Directors Meeting No. 3/2016 held on August 11th, 2016 resolved to pay an interim dividend in cash from the Company's performance in the first half of 2016 (January 1st,- June 30th, 2016) at the rate of Baht 0.08 per share, equivalent to approximately Baht 24 million. The interim dividend was paid on September 8th, 2016. Thus, the remaining dividend to be paid in this regard is at Baht 0.4333 per share or totally in the amount of approximately Baht 129,999,988. The details are as follows

- 4.1 Paid stock dividend by ordinary shares in the ratio of 3 existing shares per 1 stock dividend or a total not more than 99,999,990 shares. In case, the shareholder has the fraction of shares calculated in proportion to the stock dividend, the fraction will be cut off and paid by cash instead of a stock dividend at the rate of Baht 0.3333 per share.
- 4.2 The cash dividend of Baht 0.10 per share or equivalent to an amount Baht 29,999,998. (Such the fraction of the stock dividend as 4.2 that will be paid cash instead – The cash dividend may expand more Baht 29,999,998. But the total amount of both dividends will be equal Baht 129,999,988).

The dividend payment on 4.1) and 4.2) can be summarized as follows:

	Baht per share
Stock dividend (3 existing share : 1 stock dividend)	0.3333
Cash dividend	0.1000
Total dividend payment	0.4333
Less : withholding tax (10%)	(0.0433)
Remaining	0.38997
Divided to:	
Stock dividend (3 existing share : 1 stock dividend)	0.3333
Cash dividend	0.05667

Information for comparison with the dividend distribution in previous years

Details	2016 (ปีที่เสนอจ่าย)	2015	2014
- Net Profit under the Company's separate financial Statement	334.31	29.54	37.47
- Number of shares entitled to dividends (Million Shares)	300	300	300
- Basic profit per share (Baht/share)	1.1144	0.10	0.14
- Dividend payable per share (Baht/share)	0.5133	0.10	0.10
- Total dividend payable (million Baht)	154.00	30.00	30.00
- Dividend payout (%)	46.07	101.6	80.06

Opinion of the Board of Directors The Board considered and concluded that the shareholders Meeting should approve to allocation of dividend for the year 2016 at Baht 0.5133 per share with an amount not exceeding Baht 154 million, representing a dividend payout ratio of 46.07% from the Company's separate financial statement of the year 2016 of the Non BOI business. Once the company paid an interim dividend in cash on September 8th, 2016 at the rate of Baht 0.08 per share, equivalent to Baht 23,999,998. The remaining dividend shall be paid in this regard is at Baht 0.4333 per share or totally amount of Baht 129,999,988 as the above following details.

The right to receive the dividend (Record Date) will be on May 11th, 2017, and closing the Company's share register book to gather the names of shareholders in accordance with Section 225 of the Securities Exchange Act of B.E. 2535 (as amended) on May 12th, 2017. The dividend will be paid on May 25th, 2017.

Agenda 5 To consider and approve the issuance of warrants to purchase ordinary shares of the company No. 1 (2S-W1) for the existing shareholders with no cost.

Fact and reason : Regarding the potential of business expansion and development together with the fundraising for working capital to support the future business expansion and reduce interest burden from financial institutions. Thus, the company wish to propose issuance of warrants to purchase ordinary shares of the Company no.1 (2S-W1)) in the ratio of 3 existing shares for 1 unit of warrant (any fraction of shares will be disregarded), equivalent to 99,999,990 units (calculated on the paid-in capital at December 31st, 2016, amounted to 299,999,971 shares) for the Company's existing shareholders on a pro-rata basis (Rights Offering) with no cost. The exercising price is at Baht 7.50 per share.

The Warrant 2S-W1 shall be valid for a period of 2 years. The preliminary details of the warrants described in Attachment 3.

Regarding, the directors did not perform their duties with integrity and the best interests of the company on the allotment. If no such duties, causing damage to the company, shareholders can sue that director on behalf of the company, in accordance with Section 85 of the Companies Act B.E. 2535. And if not the duty, causing illegally benefit to related directors or persons, shareholders can exercise their right to reclaim that benefit on behalf of the company, in accordance with Section 89/18 of the Securities Exchange Act B.E. 2535.

Opinion of the Board of Directors The Board considered that and concluded the investment plans, and the anticipated impact on the operations of the capital increase, the shareholders Meeting should approve the issuance of warrants to purchase ordinary shares of the company No. 1 (2S-W1) as the above details. And should assign the Executive Committee or the person assigned by the Executive Committee shall be authorized to determine the conditions and others detail relating the issuance including the issuing date of the warrant entering into, negotiation, agreement and execution of relevant documents and agreements, executing any evidence necessary and related to the allotment of the warrant, including listing the warrant and the ordinary shares from the exercising warrant on the Market for Alternative Investment, contacting and submitting such applications for approval or documents to government agencies or relevant authorities.

the Record Date to determining the shareholders who are entitled to receive Warrants, will be on May 11th, 2017 and closing the Company's share register book to gather the names of shareholders in accordance with Section 225 of the Securities Exchange Act of B.E. 2535 (as amended) on May 12th, 2017.

Note: The stock dividend will be paid by the register's book closing on May 12th, 2017 will not receive the warrants (2S-W1) since the closing date is the same day.

Agenda 6 To consider and approve the decreasing of the company's registered capital from Baht 299,999,985 to Baht 299,999,971 by eliminating 14 shares that have not yet been allocated at par value of Baht 1 per share.

Fact and reason : According to the resolution of AGM 2013 dated 25 April 2013 approved to pay the stock dividend to the existing shareholders in the ratio 5 existing ordinary shares per 1 stock dividend or the total 49,999,998 shares. The result of allocating the stock dividend had shareholders received the stock dividend total 49,999,984 shares. Thus, the allocation had 14 shares remaining at par value of Baht 1 per share.

The board of director wish to propose the capital decrease from the existing registered capital of Baht 299,999,985 to be the new registered capital of Baht 299,999,971 by eliminating the registered capital of 14 shares remaining from supporting the stock dividend payment according to the resolution of AGM 2013 and

will not be reserve for any conversion the Company's capital which amount 14 shares at par value of Baht 1 per share in total Baht 14.

Opinion of the Board of Directors the shareholders Meeting should approve the capital decrease from the existing registered capital of Baht 299,999,985 to be the new registered capital of Baht 299,999,971 by eliminating the registered capital of 14 shares remaining from supporting the stock dividend payment

Agenda 7 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association according to decreasing registered capital.

Fact and reason : According to the capital decrease in the agenda 6, the board of director wish to propose the approval to amend the Company's Memorandum of Association Clause 4 as per following details:

"Clause 4	Registered capital	299,999,971	Baht (Two hundred ninety nine million nine hundred ninety nine thousand and nine hundred seventy one Baht)
	Divided into	299,999,971	Shares (Two hundred ninety nine million nine hundred ninety nine thousand and nine hundred seventy one shares)
	Par value of	1	Baht (One Baht)
	<u>Which is classified into</u>		
	Ordinary shares	299,999,971	Shares (Two hundred ninety nine million nine hundred ninety nine thousand and nine hundred seventy one shares)
	Preference shares	-	Share (Zero share)"

Opinion of the Board of Directors the shareholders Meeting should approve to amend the Company's Memorandum of Association Clause 4 according to the capital decrease and authorize person assigned by the Executive Committee will be register the Memorandum Association at Department of Business Development, Ministry of Commerce has the power to amend the words or any other process to comply with the order of registrar.

Agenda 8 To consider and approve the increasing of the company's registered capital from Baht 299,999,971 to Baht 499,999,951 by the issuance of 199,999,980 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 199,999,980.

Fact and reason : According to the stock dividend payment in ratio 3 existing ordinary shares per 1 stock dividend equivalent to 99,999,999 shares as agenda 4, and issuance of warrants to purchase ordinary shares of the Company no.1 (2S-W1) in

the ratio of 3 existing shares for 1 unit of warrant, equivalent to 99,999,990 units as agenda 5.

As the above allocating, the board of director wish to proposed the approval of capital increase from the existing registered capital of Baht 299,999,971 to be the new registered capital of Baht 499,999,951 by issuing the 199,999,980 new ordinary shares with the par value of One (1) Baht per share. (Please see details in Attachment 4).

Opinion of the Board of Directors the shareholders Meeting should approve the capital increase from the existing registered capital of Baht 299,999,971 to be the new registered capital of Baht 499,999,951 by issuing the 199,999,980 new ordinary shares with the par value of One (1) Baht per share, equivalent to Baht 199,999,980 for supporting the stock dividend payment and the issuance of warrants to purchase ordinary shares of the Company no.1 (2S-W1)

Agenda 9 To consider and approve the amendment of Clause 4 of the Company’s Memorandum of Association according to increasing registered capital.

Fact and reason : According to the capital increase in the agenda 8, the board of director wish to propose the approval to amend the Company’s Memorandum of Association Clause 4 as per following details:

“Clause 4 Registered capital	499,999,951	Baht (four hundred ninety nine million nine hundred ninety nine thousand and nine hundred fifty one Baht)
Divided into	499,999,951	Shares (four hundred ninety nine million nine hundred ninety nine thousand and nine hundred fifty one shares)
Par value of	1	Baht (One Baht)
<u>Which is classified into</u>		
Ordinary shares	499,999,951	Shares (four hundred ninety nine million nine hundred ninety nine thousand and nine hundred fifty one shares)
Preference shares	-	Share (Zero share)”

Opinion of the Board of Directors the shareholders Meeting should approve to amend the Company’s Memorandum of Association Clause 4 according to the capital increase and authorize person assigned by the Executive Committee will be register the Memorandum Association at Department of Business Development, Ministry of Commerce has the power to amend the words or any other process to comply with the order of registrar.

Agenda 10 To consider and approve the allotment of new ordinary shares of 199,999,980 shares at the par value of Baht 1 per share.

Fact and reason : According to the capital increase in the agenda 8, the board of director wish to propose the approval to the allotment of 199,999,980 shares with par value of Baht 1 per share, as detailed below:

- 1 Allotment of 99,999,990 shares at the par value of Baht 1 per share for reserve the stock dividend at a ratio of 3 existing shares to 1 stock dividend.
- 2 Allocation of 99,999,990 shares for the exercise of warrants to purchase ordinary shares of the company No.1 (2S-W1).

Shareholders who received stock dividend would not receive the warrant to purchase ordinary shares of the company no.1 (2S-W1). Due to the Record Date to determining the shareholders who are entitled to receive the right, will be on May 11th, 2017 and closing the Company's share register book to gather the names of shareholders in accordance with Section 225 of the Securities Exchange Act of B.E. 2535 (as amended) on May 12th, 2017 since the closing date is same day.

Opinion of the Board of Directors the shareholders Meeting should approve the allotment of 199,999,980 shares with par value of Baht 1 per share as the proposing details.

Agenda 11 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. Dr. Kunchit Singsuwan | Chairman of the Board Director, Chairman of Audit Committee, Independent Director and Nomination & Remuneration Committee |
| b. Mrs. Chintana Techamontrikul | Director, Audit Committee and Independent Director and Nomination & Remuneration Committee |
| c. Mr. Tanatat Chawaldit | 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 22 December, 2016 to 10 February, 2017. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2017 dated on 23 February 2017 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.

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 5).

Agenda 12 To consider and approve director's remuneration for the year 2017

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. 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 2017 (excluded Executive directors), consisted of the base salary for Chairman and others director with Baht 50,000 and Baht 30,000 respectively, the attendance fees of each meeting with Baht 15,000 per person and bonus shall be depend on the Company's operation of year 2017. Anyhow, the remunerate total amount will not exceed Baht 4.00 million,

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 2017 (excluded the Executive directors) at the same rate of year 2016 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 13 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 2017 with the remuneration for the amount of 1,710,000 baht per year, excluded other expenses such as traveling expense, accommodation or allowance, etc., The details of preliminary information are shown in Attachment 6.

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 2017 with the remuneration for amount 1,710,000 Baht per year.

However, according to the resolution of the AGM 2016 has approved the audit remuneration of year 2016 for amount Baht 1,090,000. Due to the sudden withdrawal of financial statements audit of Grand Steel Pipe Co., Ltd. Thus, the remuneration has increased Baht 780,000 to 1,870,000 for preparation of the company's consolidated financial statements and take evaluation of the investment on Subsidiaries.

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 7) 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 20 March 2017 and gathering shareholders' name under the Section 225 of the Securities and Exchange Act by the book closing date on 21 March 2017.

Yours sincerely,

(Mr. Sombat Leeswadtrakul)
Chief Executive Officer

**The Minutes of the Annual General Meeting of Shareholders 2016
2S Metal Public Company Limited**

Date time and Place

The Meeting was held on 7th April, 2016 at 10.00 a.m. at the Sathorn II, 4th floor, Q-House Lumpini, No. 1 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

Company's Director Present

- | | | |
|----|------------------------------|---|
| 1. | Dr. Kunchit Singsuwan | Chairman / Chairman of Audit Committee / Independent Director / Nomination and Remuneration Committee |
| 2. | Mr. Sombat Leeswadtrakul | Director / Chief Executive Office and Nomination and Remuneration Committee |
| 3. | Mr. Sangrung Nitipawachon | Director and Managing Director |
| 4. | Mr. Surapon Satimanont | Vice Chairman / Audit Committee / Independent Director and Nomination Remuneration Committee |
| 5. | Mrs. Chintana Techamontrikul | Director and Audit Committee / Independent Director / Nomination and Remuneration Committee |
| 6. | Ms. Bunsri Panyapiamsak | Director |
| 7. | Mr. Tanatat Chawaldit | Director |
| 8. | Mr. Preeda Wongsathitporn | Director |
| 9. | Gen. Phairat Phoubon | Independent Director |

Another Attendance

- | | | |
|----|---------------------------|-----------------------------------|
| 1. | Mr. Pakorn Onkeaw | Accounting Manager, 2S Metal Plc. |
| 2. | Ms. Pornnica Lertithibaht | Company Secretary |

Preliminary Proceedings

Mr. Pakorn Onkaew, (The speaker of the Meeting) informed the meeting that there were 43 shareholders and proxies attended, representing 198,931,683 shares or 66.31% of the total paid-up capital. Thus, a quorum of the Meeting was constituted in accordance with the Company's Articles of Association Section 38. The speaker introduced the Board of Directors, the Audit Committee and the Company's auditor to the meeting and informed voting method for each agenda as follows;

1. In casting a vote, one share is entitled to one vote.
2. At the end of the report in each agenda the Chairman would invite the Meeting to vote. Those who "disapproved" or "abstained" should raise their hands and officers would collect the "disapproved" and "abstained" voting cards, which shall completely inform. The Company would deduct the "disapproved" and "abstained" votes from the total votes and count the votes for information of the Meeting.
3. Any shareholder having any comment or question should raise his/her hand and give his/her name-surname and make the comment or question for the Meeting to take note thereof and respond thereto. If any shareholder had other comment and question not falling under the agenda, he/she should raise it under the other matters agenda (8).

The speaker informed the Meeting that On December 18, 2015 - February 10, 2016, the Company had invited shareholders to propose agendas for the Annual General Meeting of Shareholders for the year 2016 and to nominate candidates to be elected as the Company's Board of Directors in advance. In this regards, no shareholder had proposed the agenda, nominated candidate or submitted the question during that period.

Afterwards, Dr. Kunchit Singsuwan, the Chairman of the meeting, welcomed the shareholders and proxies attending the meeting and opened the meeting as the following agendas.

Agenda 1 To consider and certify of the Minutes of the Annual General Meeting of Shareholders 2015.

The Chairman informed to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2015 dated on April 10th, 2015 as per Attachment 1 which had been sent to all shareholders with the notice of this meeting. Chairman invited the meeting whether there were any questions or suggestions relevant. One there's no any question, Chairman invited the meeting to vote.

Resolution. The meeting unanimously certified the Minutes of the Annual General Meeting of Shareholders 2015 with the following votes.

Approved	198,931,683	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0 percent

Agenda 2 To consider and acknowledge the company's Annual Operating Report 2015.

The Chairman proposed the meeting to consider and acknowledge the Company's Operating Report year 2015 as appear in the Annual Report which had been distributed to shareholders together with the Notice of the Meeting, then appointed Mr. Sombat Leeswadtrakul to report to the Meeting.

Mr. Sombat Leeswadtrakul reported the mainly content of the report can be summarized as follows.

- In 2015, total revenues from sales were Bt. 3,698.07 million, downed from 2014, Bt. 537.32 million, representing a decrease of 12.69 percent. The quantity of sales has slightly increased by 6.67 percent when compared to the same period of the year 2014, while the average sales price per ton decreased by 18.15%, according to the trade in the highly competitive and the average steel prices decreased.

- Revenue Structure by products: Steel pipe and C channel steel were represented a majority sales with Bt. 1,508.8 million and 1,140.5 million, respectively. The other products include Steel sheet, Wire mesh and others totaled of Bt. 1,038.7 million. In 2015, the products with the quantity of sales increased were steel pipe and others.

- For the revenues structure by geographies: Hat Yai, Korat and Bangkok, each branch had increased a quantity of sales by 6.5% when compared to the year 2014.

- Company's 2015 Performances were as follows.

1. Gross Margin was Bt. 194.31 Million, decreased 7.45% from the year 2014 which has gross margin Bt. 209.96 Million.

2. Selling Expenses was Bt. 74.04 Million, slightly decreased when compared to the year 2014. The Administration Expenses was Bt. 73.88 Million, increased Bt. 1.32 Million or 1.82%, while the Financial Cost was Bt. 16.95 Million, decreased by 17% from the stocking of the products and the lower prices.
3. Net Profit was Bt. 33.2 Million, which decreased by 20.76% from the year 2014's Net Profit of Bt. 41.9 Million.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said.

Mr. Thitipong Sophonudomporn (shareholder) asked about the company's products and the company's investment in Lao PDR.

Mr. Sombat Leeswadtrakul requested to answer in any other agenda due to there was a lot of information and take the time to clarify.

The shareholders out of question, there were no vote for this agenda, which was an acknowledge agenda.

Resolution: The Meeting acknowledged the report on the Company's operating results for the fiscal year 2015 as reported by the Chief Executive Officer.

Agenda 3 To consider and approve financial statements for the year ended 31st December 2015.

The Chairman proposed the meeting to consider and approve the Audited Financial Statements for the year ended December 31st, 2015 as details presented in the 2015 annual report, which had been sent to the all shareholders with the notice of this meeting.

The Chairman appointed Mr. Sangrung Nitipawachon to inform to the Meetings that the statement of financial position of the Company and subsidiaries as at December 31st, 2015 as follows.

- Statements of Financial Position

	Y 2015 (M. Baht)	Y 2014 (M. Baht)	Increased (Decreased)	
			M.Baht	%
Total assests	1,210.54	1,207.02	+3.52	+0.29%
<u>Total Current Assests</u>	732.93	882.46	-149.53	-16.94%
Trade accounts receivable and Other receivable	239.82	265.76	-25.94	-9.76%
Inventory - net	321.41	503.92	-182.51	-36.22%
<u>Non - Current Assest</u>	477.61	324.56	+153.05	+47.16%
Property, plant and equipment - net	435.50	301.98	+133.52	+44.2%
Other non - current asset	42.11	22.58	+19.53	+86.5%
Total Liabilities (Mil)	449.45	506.88	-57.43	-11.33%
Current Liabilities (Mil)	416.62	499.06	-82.44	-16.52%
Non - Current Liabilities (Mil)	32.82	7.82	+25.0	+319.7%

	Y 2015 (M. Baht)	Y 2014 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Debt to Equity ratio (As)	0.59	0.72		
Shareholders' Equity (Mil)	761.09	700.13	+60.96	+8.7%
Issued and paid-up share capital	300	300		
Retained earnings	308.02	306.39	+1.63	+0.5%
P/BV Ratio (Baht)	2.54	2.33		
Number of common shares (Million shares)	300	300		

- Statement of Comprehensive Income

	Y 2015 (M. Baht)	Y 2014 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Gross Income	3,698.07	4,235.39	-537.32	-12.69%
Cost of sales	3,503.76	4,025.43	-521.67	-12.87%
Selling and Administrative expenses	147.91	146.63	+1.5	+1.02%
Financial costs	16.94	20.40	-3.46	-16.96%
Income before income Tax	45.37	54.20	-8.83	-16.30%
<u>Corporate Income Tax</u>	12.17	12.30	-0.13	-1.1%
Net income	33.20	41.90	-8.70	-20.76%

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said.

Mr. Thitipong Sophonudompron shareholder has some questions.

1. The company uses a promissory note as the short-term liabilities, can it lifelong roll over?
2. Please describe the cash flow from investing activities, purchasing of property and equipment for the year 2014 and 1015
3. From the financial statement report notes No. 28.3, the company had advance purchased. Dose that once of purchase normal?

Mr. Sombat Leeswadtrakul - answer the questions as below:

1. The company is supported by financial institutions to order materials for production and distribution with sufficient funds to operate the business.
2. In 2014, the company invested in the construction of an expansion warehouse, which became operational since late 2014. In 2015, was the investment in machinery.

Mr. Sangrung Nitipawachon answered the question No. 3. It was the usual purchase if the order was imported from abroad, which larger number than in the country, the travel period of the product occurred.

Once there's no further questions, Chairman invited the meeting to vote.

Resolution: The Meeting approved the financial statements for the year ended December 31st, 2015 by the unanimous votes as follows;

Approved	198,931,683	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Before the meeting to continuous considers agenda 4, the speaker of the meeting announced to the meeting that there are further two shareholders and proxies attended, which totaling shareholders and proxies attended shall be 45 and representing 199,131,683 shares.

Agenda 4 To consider and approve and allocation of legal reserve and dividend payment for the year 2015

Chairman proposed the meeting to consider and the allocation of the net profit as a legal reserve and dividend payment for the operating results of the year 2015 and appointed Mr. Sombat Leeswastrakul to inform to the Meeting.

According to the Company's Dividend payment policy, the Company has a the policy to pay a 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 another 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 the necessity and appropriate in the future and as deemed proper by its Board of Directors and/or the Shareholders' meeting.

The company's separate financial statement had net profit amount Bt. 29,539,308 from its operation results ended December 31st, 2015. Therefore, the board of directors would like to propose the meeting to consider and approve paid annual dividend 2015 from the company's separate financial statement of Non-BOI business and retain earning at Baht 0.10 per share, totaling Baht 30 million (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 B.E. 2535 (as amended) by the book closing date on March 15th, 2016 and the dividend will be paid on April 28th, 2016

Once there's no further questions, Chairman invited the meeting to vote.

Resolution: The Meeting approved the allocation of the net profit as a legal reserve and dividend payment for the operating results of the year 2015 as proposed by the unanimous votes as follows;

Approved	199,131,683	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Before the meeting to continuous considers agenda 5, the speaker of the meeting announced to the meeting that there are further four shareholders and proxies attended, which totaling shareholders and proxies attended shall be 49 and representing 199,153,824 shares.

Agenda 5 To consider and approve the appointment of directors in replacement of those who retired by rotation.

Before proceeding to the agenda, the Chairman informed shareholders that in 2015 the Company has changed the directors as Pol. Gen. Amnuay Phetsiri has passed away on November 8th, 2015. The Board of Directors has approved the appointment of Gen. Phairat Pho Ubon as director and independent director according to the remaining term of Pol. Gen. Amnuay Phetsiri.

The Chairman appointed Mr. Sombat Leeswadtrakul, Nomination and Remuneration Committee to inform to the Meeting. According to the company's regulations No. 18 which specify that in each annual meeting at least 1/3 of the directors must retire. If the of the directors cannot be divided into three groups equally, the number of retired directors will be the closest number to 1/3. In this year 2016 General Meeting, three directors whose term ends by rotation presented as follows;

- | | |
|------------------------------|--|
| 1. Mr. Surapon Satimanont | Vice Chairman, Audit and Nomination and Remuneration Committee |
| 2. Ms. Bunsri Panyapiamsak | Director and Executive Director |
| 3. Mr. Preeda Wongsathitporn | Director |

The company provided the opportunity for shareholders to nominate candidates to be elected as directors in advance. The guidelines are posted on the company's website since December 18th, 2015 - January 31st, 2016, there were no any nominated.

The Nomination and Remuneration Committee considered the qualifications of directors and independent directors who retired by rotation. By the appropriate qualifications, experience and performance in the past year and the qualification prescribed by law. In which, the three directors were knowledgeable and professionals in many areas will benefit the company. Thereby the Nomination and Remuneration Committee proposed to the meeting to re-elect these three directors as directors, audit and independent director for another term. The details of which were shown in the director profile which was published in the Annual Report 2015 that had been distributed to shareholders together with the Notice of the Meeting (Attachment 3).

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. They had no any questions; Chairman invited the meeting to vote.

Resolution: The Meeting approved the re-election of directors who retired by rotation for another term by the majority votes as follows;

Mr. Surapon Satimanont

Approved	199,131,174	votes	equivalent to	99.99 percent
Disapproved	150	votes	equivalent to	0.0 percent
Abstained	21,900	votes	equivalent to	0.01 percent

Ms. Bunsri Panyapiamsak

Approved	199,131,924	votes	equivalent to	99.99 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	21,900	votes	equivalent to	0.01 percent

Mr. Preeda Wongsathitporn

Approved	199,131,924	votes	equivalent to	99.99 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	21,900	votes	equivalent to	0.01 percent

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

Chairman proposed the meeting to consider and approve the director's remuneration for the year 2016 and appointed Mr. Surapon Satimanont, Nomination and Remuneration Committee to inform to the Meeting.

According to the company's regulations No. 34 that a director shall be served their remuneration from the company in the meeting allowances, subsistence allowances, bonuses, or other remuneration which passed from the resolution of the Shareholders Meeting.

The Board of Nomination and Remuneration Committee considered the suitability and ability by compared the compensation rates with the same industry with similar size. The Company has expanded its business investment in a subsidiary, the duties of the Board increases from last year. The Remuneration Committee resolved to pay non-executive director for the year 2016 in the forms or salary as the chairman monthly rate of Baht 50,000, director monthly rate of Baht 30,000 and the meeting allowance per person at the amount of Baht 15,000 per meeting. Special compensation will be considered from the operating results of the company 2016, but the total number must not exceed 4.00 million baht.

The shareholder meeting gives and authorization to the Board of Directors to consider special compensation or bonus to all directors as see fit but must not exceed Bt. 4.00 Million per year.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. They had no any questions; Chairman invited the meeting to vote. This resolution considered 2/3 of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The meeting approved the director's remuneration for the year 2016 as proposed by the majority voted as follows;

Approved	199,131,924	votes	equivalent to	99.99 percent
Disapproved	21,900	votes	equivalent to	0.01 percent
Abstained	0	votes	equivalent to	0.01 percent

Agenda 7: To consider and approve the appointment of the Company's auditor and fix audit fee for the year 2016.

Before the meeting continuous considers this agenda, the Chairman informed the shareholders that the resolution of the Annual General Meeting 2015 approved the remuneration of the auditors for the year 2015 amounted to Baht 810,000. Due to, the company has invested in acquiring shares in a company incorporated under the laws of the Lao PDR, the audit fees increased the totaling amount of Baht 1.41 million to audit the subsidiary for the preparation of the financial statements 2015.

The Chairman appointed Mrs. Chintana Techamontrilul to inform to the Meetings that the Audit Committee considered the appropriate auditor by the creditable audit firm and provided appropriate services, including the audit fees.

The Audit Committee and the board of directors considered that Grant Thornton Co., Ltd. is qualified in compliance and creditable audit firm. Therefore, propose to the meeting to consider and appoint the auditors from Grant Thornton Co., Ltd. to be the Company's auditors for the year 2016, namely.

- Mr. Somchid Tiatragul, CPA. No. 2785 and/or
- Mrs. Sumalee Chokdeeanant, CPA. No. 3322 and/or
- Ms. Sansanee Poolsawat, CPA. No. 6977 and/or
- Mr. Teerasak Chuasrisakul, CPA. No. 6624

The above auditors are not the company's shareholders and have no relationship or any transaction that will cause a conflict of interest with the company.

Further, the committee suggested the meeting to consider and approve the audit fee for the year 2016 in the amount of Baht 1,090,000 excluded other expenses such as traveling expenses, accommodation or allowance, etc., which depend on the true.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. They had no any questions; Chairman invited the meeting to vote. This resolution considered 2/3 of the shareholders and proxies present at the meeting and entitled to vote.

Resolution: The Meeting approved the appointment of those the above auditors from Grant Thornton Company Limited as the auditors of the Company for the year 2016 and approved the audit fee as proposed by the unanimous votes as follows;

Approved	199,153,824	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0 percent

Agenda 8: Other matters

The Chairman informed to the meeting that all the agenda items as stated in the notice of the meeting has covered, then provided the opportunity for shareholders to question and suggest.

Mr. Thitipong Soponudomporn, shareholder has the question form agenda 2 as follows;

1. How is the investment in Lao PDR? What are the business opportunities? Does it a trading or a manufacturer and distributor?
2. The steel market situation where prices are very fluctuation as the major enterprises are experiencing. What is the management of the company? Will the company face that problem?
3. Has the company impacted by the Currency exchange rates for importing of raw materials?
4. Since the AGM 2015, What is the progress of the high margin products?

Mr. Sombat Leeswadtrakul Answered the question as follows;

1. GSP or Grand steel industry, the existing shareholders were both Thailand and Hong Kong. It is a steel mill with production efficiency and existing customers, which received the business license from the Lao authorities. The company sees the business opportunities then decided for the investment.
2. The steel market in the past two years, very competitive. Thai business operations were facing the dumping of steel price by the cheaper imported products. Entrepreneurs from seven Associations jointly filed to the government. The government has seen the problem and taking it seriously, however, the company is carefully purchasing of raw materials and monitoring the price closely, to reduce the risk of products' stocking below cost.
3. The Company uses financial instruments to reduce risks, such as fixed rate for currency exchange rates.

Mr. Sangrung Nitipawachon answered to question No. 4. The high margin product was very progress for a previous year, with the ratio about 10% of the sales.

Mr. Pongpipat Wanijwongse, proxies of Thailand's Investors Association. As the company has announced its intention to join the Collective Action Coalition and ranked the second. What is the company's action to get a certificate, and when?

Mr. Surapon Satimanont informed that in the annual report page No. 4 2 , the company had reported the progress. Currently, the company is in the process of preparing to apply for the certification, which is expected to be filed within the third quarters of this year.

Mr. Pongpipat Wanijwongse, proxies of Thailand's Investors Association. IOD provides the training on anti-corruption. Will the company apply for this training?

Mr. Sombat Leeswadtrakul. Company always looking for the training program, which some programs were full have to wait for the next time.

Mr. Thitipong Soponudomporn added more questions

1. In the case of the company's investment in GSP, Laos, what is the annual ratio of revenue or profit?
2. The company's performance continued to decline when will the company expect to recover?

Mr. Sombat Leeswadtrakul replied to question No. 1. The market value of the Lao is not big compared to the size of the company. Even with competition from Vietnam, Thailand still advantageous. The company needs the adjusted period for the machine and studies the market information. The existing shareholders are still in the administration.

Mr. Sangrung Nitipawachon replied to the question No. 2. Raw materials and sales prices keep decreasing over the past year, however, this 2016 the steel product gradually recovering. The loss of stocking products was reduced.

Mr. Pongpipat Wanijwongse, proxies of Thailand's Investors Association. IOD asked about the investment strategy in Laos, which the population of Laos is much smaller than Bangkok. What is the issues of the company on the investment in GSP?.

Mr. Sangrung Nitipawachon replied that Thailand's products are very popular in Laos PDR, If GSP is manufacturing quality products it would be more reliable to consumers in Laos. Together with the labor or electricity cost is lower than Thailand. The company needs to do more on the marketing.

Mr. Kritsada Aroonwilairat. The Company's sales volume increased in the opposite of a slowing economy, how can it happen?

Mr. Sangrung Nitipawachon replied that Steel Business is easy to go in and out. As the recession of steel situation last year, if the small enterprise could not be in the cycle, they can back off. The overall of market consumption did not increase much. The company is trying to maintain existing base of customer and the relationships.

There was no other business. Chairman thereby declared the 2016 Annual General Meeting of Shareholder ceased and thanked shareholders and proxies for sparing their time to participate in the Meeting and closed the AGM of shareholders of the year 2016 at 11.10 hours.

Signature.....
(Dr. Kanchit Singsuwan)

Chairman of the Meeting

Signature.....
(Ms. Pornnica Lertihabht)

Recorder



- TRANSLATION -**Preliminary Details of warrants to purchase an ordinary share of the Company allocated to the existing shareholders of the Company. No. 1 (2S-W1)**

The Issuer	2 S Metal Company Limited (Public Company) ("Company" or "2S")
Type of securities	Warrant to purchase ordinary shares of 2 S Metal Company Limited (Public Company) No. 1 (2S-W1)
Type of Warrants	Specify holder's name, and transferable
Term of warrants	2 years from the issuance date of warrants.
Number of Warrants	99,999,990 units
Offering price per unit	0.0 Baht (no cost)
Allocation method	Warrants 2S- W1 shall be allotted to the existing shareholders of the Company at the ratio of 3 existing shares per 1 unit of warrant (any fraction of the shares will be disregarded). The company shall issue and offer Warrants 2S- W1 to the Company's shareholders whose name appear on the Record Date on May 11 th , 2017 and closing the Company's share register book to gather the names of shareholders in accordance with Section 225 of the Securities and Exchange Act on May 12 th , 2017 after the Annual General Meeting of shareholders 2017 on April 26 th , 2017 which will approve the issuance of Warrant to purchase ordinary shares of 2S Metal Company Limited (Public Company) No. 1 (2S-W1).
Number of ordinary shares reserved for exercising warrants (2S-W1)	99,999,990 shares (par value of Baht 1.00) which are equivalent to 33.33 % of the total current issued and sold shares of the Company of 299,999,971 shares (par value of Baht 1.00). However, when including the amount of stock dividend into the calculation; the number of ordinary shares reserved for exercising of 2S- W1 of 99,999,990 shares will be equivalent to 25.00% of total shares after the stock dividend payment at the amount of 399,999,961 shares.
Exercise ratio	1 warrant per 1 ordinary share (subject to change in accordance with the adjustment of rights).
Exercise price	The exercise price of the warrants will be equal to Baht 7.50 per share (par value of Baht 1) (subject to change in accordance with the adjustment of rights).

Issuance and offer date	The Executive Committee or the person assigned by the Executive Committee shall be authorized to determine the issuance and offer date of Warrants
Exercise period	The warrants' holders will be entitled to purchase new ordinary shares of the Company according to Warrants 2S- W1 on the 30 th of May and November of each year until the maturity date of warrants. The first exercise will be on November 30 th , 2017 and the last exercise date is the date on which the Warrants are 2 years. In case the exercise date falls on the Company's holiday, it will then be rescheduled to last business day prior to such date. The notification of intention of exercise for the last exercise date shall not be less than 15 days prior to such date.
Secondary Market for Warrants	The Company shall proceed to list the warrant on the Market for Alternative Investment
Secondary Market for ordinary shares from exercising Warrants	The Company shall proceed to list the ordinary shares from the exercise of Warrant on the Market for Alternative Investment
Registrar of Warrants	Thailand Securities Depository Company Limited
Adjustment of the Warrants	<p>The Company will adjust the exercise price and the exercise ratio upon the occurrences of any of following events The objective is to maintain the benefit of the holders of the Warrants to not less than the original.</p> <ol style="list-style-type: none">1. The Company changes the par value of its shares as a result of combination or split-up shares.2. The Company offers of any newly issued shares at a price lower than the price calculated according to the market price or the before offering period and a calculation method as set forth in the Terms and Conditions.3. The Company offers of convertible debentures or warrants issued by the new pricing or pricing of new shares for reserve the convertible debentures or warrants lower than the price calculated based on the market price of the offering of convertible debentures or warrants or the market price before the offering of convertible debentures or warrants and the method of calculation defined in the Terms and Conditions.4. The Company pays all or parts of its dividends by way of issuing ordinary shares to the shareholders.5. The Company pays dividend exceeding the rate specified in the Terms and Conditions of Warrants.

6. In case there are any similar events to those items 1– 5 which are caused to lose their right or benefit obtainable by the holders of the warrant.

In this regard, the Executive Committee of the authorized person assigned by the Executive Committee shall be authorized to determine conditions and others detail relating to the offering or amending the subscription ratio and price exercise.

Other conditions

the Executive Committee of the authorized person assigned by the Executive Committee shall be authorized to determine conditions of the warrant including the issuing date of the warrant entering into, negotiation, agreement and execution of relevant documents and agreements, executing any evidence necessary and related to the allotment of the warrant, including listing the warrant and the ordinary shares from the exercising warrant on the Market for Alternative Investment, contacting and submitting such applications for approval or documents to government agencies or relevant authorities.

Dilution effect

1. New ordinary shares from exercise of the warrants will have the right to equality the existing ordinary shares that were previously issued to complete.
2. The Company has resolved to pay stock dividend by ordinary share at ratio of 3 existing shares per 1 stock dividend, total of 99,999,990 shares (par value of Baht 1 per share) in the same time with issued warrants to its shareholders. The closing date for such rights on the same day, May 12th, 2017 due to the Company allocated stock dividend to its shareholders of all proportion to the set, so to calculate the impact of the warrant will take stock dividend combined with the calculations.
3. Besides, the ordinary shares of 99,999,990 shares (par value of Baht 1 per share) reserve for the exercise of warrants to existing shareholders. The company may need to increase more ordinary share to support a change in events, conditions for the exercise of the right adjustment of warrants as set forth in the Terms and Conditions.

Thus, summarization of the dilution effect is as follows.

1. Control Dilution

Formula for calculation of Control Dilution = $1 - [Q_o / Q_n]$

By:

Q_p = The paid-up shares (300.00 Million shares)

Q_d = The stock dividend (100.00 Million shares)

Q_{w1} = The number of shares reserved for exercising of warrants (100.00 Million Shares)

Q_o = The paid-up shares and stock dividend

$$Q_n = Q_p + Q_d \text{ (400.00 Million shares)}$$

$$Q_n = \text{The total shares} = Q_o + Q_{w1} \text{ (500.00 Million shares)}$$

	Impact
Control Dilution	20.00%

In the event of issuance and offering of the Warrants No. 1 (2S-W1) to the existing shareholders and the existing shareholders of the Company are exercised, the number of existing shareholders will not be affected by the control dilution due to the issuance and offering to existing shareholders in proportion to their shareholding. However, if the exercise of warrants by persons other than existing shareholders will have an impact on the number of shares equal to 20.00%.

2. Earnings Dilution

$$\text{The formula for calculation of Earnings Dilution} = (EPS_o - EPS_{new}) / EPS_o$$

By:

$$EPS_o = \text{Net profit} / Q_o$$

$$EPS_{new} = \text{Net profit} / (Q_o + Q_n)$$

$$Q_p = \text{The paid-up shares (300.00 Million shares)}$$

$$Q_d = \text{The stock dividend (100.00 Million shares)}$$

$$Q_{w1} = \text{The number of shares reserved for exercising of warrants (100.00 Million Shares)}$$

$$Q_o = \text{The paid-up shares and stock dividend}$$

$$= Q_p + Q_d \text{ (400.00 Million shares)}$$

$$Q_n = \text{The total shares} = Q_o + Q_{w1} \text{ (500.00 Million shares)}$$

To calculate, the formula replaces net income with net income of the Company's financial statements for the year 2016 which was Baht 334.31 million.

	Impact
Earning Dilution	20.00%

In the event of issuance of the Warrants No. 1 (2S-W1) to the existing shareholders and there is an exercise for the whole number of warrants, the existing shareholders will not be an impact on (Earnings Dilution) due to the issuance and offering to existing shareholders in proportion to their shareholding.

However, if there is an exercise of warrants by persons other than existing shareholders will have an impact on the existing shareholders equal to 20.00%

3. Price Dilution

$$\text{Formula for calculation of Price Dilution} = (P_o - P_n) / P_o$$

By:

$$P_p = \text{The market weighted average price for 15 working days prior to the board meeting held on February 23rd, 2017 (date of February 1st, 2017 - February 22nd, 2017), which equals Baht 8.26 per share (par value of Baht 1.00 per share).$$

- Pw1 = The exercise price of the warrants to be issued and offered to the existing shareholders no.1 which is equal to Baht 7.50 per share.
- Po = The average price per share after the stock dividend payment, which equals
 $Po = (Pp \times Qp) / Qo = \text{Baht } 6.20 \text{ per share}$
- Pn = The average price per share of all after the exercise, which equals
 $Pn = [(Po \times Qo) + (Pw1 \times Qw1)] / (Qo + Qw1)$
- Qp = The paid-up shares (300.00 Million shares)
- Qd = The stock dividend (100.00 Million shares)
- Qw1 = The number of shares reserved for exercising of warrants (100.00 Million Shares)
- Qo = The number of paid-up share and stock dividend
 = Qp + Qd (400.00 Million shares)
- Qn = The total shares = Qo + Qw1 (500.00 Million shares)

	Impact
Price Dilution	No dilution

The exercise price of the warrants No. 1 (2S-W1) is Baht 7.50 per share, which is higher than the average price per share after stock dividend at Baht 6.20 per share, resulting in no impact from the price dilution.

Calculation of the Reserved Shares

The calculation method of the ratio of the exercising share = Number of new ordinary shares reserves for Warrant 2S-W1 / number of paid-up shares.

By:

Number of new ordinary shares reserves for warrants 2S-W1 = 99,999,990 Shares (par value of 1.00 baht per share).

Number of shares sold by the Company. = 299,999,971 Shares (par value of 1.00 baht per share).

Therefore

Reserved Shares Ratio = 99,999,990 Shares / 299,999,971 Shares
 = 33.33%

However, if the stock dividends are included in the calculation. The proportion of the reserved shares will be adjusted as follows.

Reserved Shares Ratio (including Stock dividend) = 99,999,990 Shares / (299,999,971 + 99,999,990) Shares
 = 25.00%

- TRANSLATION -

(F 53-4)

Capital Increase Report Form
2S Metal Public Company Limited
February 23rd, 2017

We, 2S Metal Public Company Limited (the "Company" or "2S"), hereby reports the resolutions of the Board of Directors No. 1/2017 held on February 23rd, 2017 from 10.30 to 14.00 hours in respect of a capital increase and share allotment as follows.

1. The Capital decrease/increase

The meeting of the Board of Directors has resolved on a share capital decrease and increase as follows.

- Decrease of the registered capital from Baht 299,999,985 to Baht 299,999,971 by eliminating the registered capital of 14 shares that remain from supporting the stock dividend and is not intended to support the conversion of any Company's capital at par value of Baht 1 per share, worth 14 baht.
- Increase of the company's registered capital from Baht 299,999,971 to Baht 499,999,951 by issuing 199,999,980 new ordinary shares at par value of Baht 1 per share, totaling Baht 199,999,980. Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	<u>199,999,980</u>	<u>1</u>	<u>199,999,980</u>
<input type="checkbox"/> General mandate	Ordinary

2. Allotment of new ordinary shares

2.1 Specify the purpose of utilizing proceeds

Allocation	Number of Shares	Ratio (old:new)	Subscription Price (Baht/share)	Subscription Period and Payment	Remarks
Allocated to existing shareholders to support the dividend shares.	99,999,990	3:1	Allocated to existing shareholders at Baht 0.00	-	-
For the exercise of Warrants 2M-W1, which are offered and allotted to the Company's existing shareholders (2S-W1).	99,999,990	3:1	Allocated to existing shareholders at Baht 0.00	Please see Attachment 1.	-
Total	199,999,980				

2.1.1 The operation of the company in the case of any fractions of shares.

For stock dividend payment, in the case of any fraction of a share will be paid by cash dividend at the rate of Baht 0.3333 per share.

In case the allotment of warrant no. 1 (2S-W1) for the existing shareholders in proportion, if there is any fraction will be disregarded. Furthermore, in the case of 2S-W1 has changed the exercise ratio and the exercise price occur as the Adjustment of Warrant on the Terms and Conditions that cause a fraction shares to be received from 2S-W1, the fraction will be disregarded so.

2.1.2 The number of shares remaining from the allotment.

- None -

2.2 General Mandate

- None -

3. Schedule for the General Meeting Shareholders / Extraordinary General Meeting of Shareholders to approve the capital increase and allotment of new shares

The Annual General Meeting of Shareholders of year 2017 be held on April 26th, 2017 at 10.30 a.m. at Sathorn 1 room, 4th floor Q-House Lumpini Building, no. 1 Sathorn Road, Thungmahamek, Sathorn, Bangkok. The Record Date for determining the eligible shareholders to attend the meeting shall be March 20th, 2017. The gathering shareholder's name under the Section 225 of the Securities and Exchange Act by the book closing date will be on March 21st, 2017.

4. Approval of the capital increase/share allotment by the relevant governmental agency, and conditions thereto (if any)

- 4.1 Approval from the Annual General Meeting of Shareholders for the year 2017
- 4.2 Registered of the capital decrease, increase as well as the amendment of the Company's Memorandum of Association at the Ministry of Commerce.
- 4.3 Apply the related filing to the Market for Alternative Investment for receive the stock dividend that allocated to the existing shareholders as listed on the Market for Alternative Investment (MAI.)
- 4.4 Apply the related filings to the Market for Alternative Investment for receive Warrants 2S-W1 that allotted to the existing shareholders and the ordinary shares from exercising of Warrant 2S-W1 as listed on the Market for Alternative Investment (MAI).

5. Objectives of the capital decrease and increase and plans for utilizing the proceeds to be received from the capital increase

- 5.1 Capital decrease by eliminating the registered capital of 14 shares that remain from supporting the stock dividend and is not intended to support the conversion of any Company's capital as the Public Limited Company Act.
- 5.2 Capital increase the stock dividend for return for investment the Company's shareholders and reserve for exercising of the Warrant 2S-W1.

- 5.3 Capital increase to be used as working capital and future investment of the Company and/or subsidiaries.

6. Benefits which the Company will receive from the capital increase/share allotment.

- 6.1 To increase the liquidity of the Company's stock as the number of shares that will be increased.
- 6.2 To expand the Company's working capital for its operation and business expansion in the future and/or subsidiaries and reduce interest burden from financial institutions.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

- 7.1 Shareholders, who have been allocated shares at this time, have rights equal to the existing shareholders in all respects and are entitled to receive dividends equally to the existing shareholders as of the date of whose names appear in the register book of shareholders which registered with the Ministry of Commerce.
- 7.2 2S-W1 holders have rights equal to the existing shareholders of the Company in all respects when 2S-W1 holders exercise it into ordinary shares and whose names appear in the register book of shareholders which registered with the Ministry of Commerce.

8. The opinion of the Audit Committee and Board of Directors.

The company plans to use the money received from the exercise of warrants (2S-W1) to ordinary shares as working capital for operations and business expansion in the future and/or subsidiaries, which the objective to increase cash liquidity and reduce interest burden from financial institutions in order to improve the Company's operating results and increase its competitiveness in the long term.

However, considering the investment plans, and the anticipated impact on the operations of the capital increase, the Audit Committee and Board of Directors agreed that the capital increase is necessary and appropriate.

9. Responsibilities of Directors

Regarding, the directors did not perform their duties with integrity and the interests of the company on the allotment. If no such duties, causing damage to the company, shareholders can sue that director on behalf of the company, in accordance with Section 85 of the Companies Act B.E. 2535. And if not the duty, causing illegally benefit to related directors or persons, shareholders can exercise their right to reclaim that benefit on behalf of the company, in accordance with Section 89/18 of the Securities Exchange Act B.E. 2535.

10. Other details that are necessary for the shareholders to approve the capital increase/share allotment:

Please see more details in Attachment 2 (Details of the warrants No. 1 or 2S-W1).

11. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

Procedures	Date
Board of Directors Meeting no. 1/2017	February 23 rd , 2017
Record date to determining the shareholders who are eligible to attend the Annual General Meeting of Shareholders of Year 2017	March 20 th , 2017
Date of closing the Company's share register book to gather the list of shareholders who are eligible to attend the Annual General Meeting of Shareholders of Year 2017	March 21 st , 2017
Date of The Annual General Meeting of Shareholders of year 2017	April 26 th , 2017
Registration of the decrease registered capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of AGM 2017
Record date to determining the shareholders who are entitled to receive dividend and warrant 2S-W1.	May 11 th , 2017
Date of closing the Company's share register book to gather the list of shareholders who are entitled to receive dividend and warrant 2S-W1	May 12 th , 2017
Date of dividend payment	May 25 th , 2017

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Yours sincerely,

(Mr. Sombat Leeswadtrakul)
Chief of Executive Officer

Resume of the Retired Directors being proposed for re-election

1. Name *Dr. Kanchit Singсуwan*
Age 54 years **National** Thai

**Education Background**

- @ Doctoral degree in International Business Administration, United States International University, USA
- @ Bachelor of Laws, Chulalongkorn University, Thailand
- @ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors

Position Chairman / Audit Committee / Independent Director / Nomination & Remuneration Committee

Experience

2007 - present Chairman and Audit Committee, 2S Metal Public Co., Ltd.
 2016 - present Managing Director, EEGC Waste Management Corp.,Ltd
 2016 - present Acting Deputy Managing Director, Sajja Insurance Public Co., Ltd.
 2009 - 2016 Vice Managing Director of SMEs, Islamic Bank of Thailand

Shareholding (as of 21 March 2017) - None -

Number of Attendance the Meeting for the year 2016

AGM	1 of 1 times
The Board of Directors' Meeting	4 of 4 times
Audit Committee Meeting	4 of 4 times
Nomination and Remuneration Meeting	1 of 1 times

Proposed as Director and Independent Director (the qualification of Independent director appeared on the attachment 8)

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party - None -

Family Relationship with the other directors - None -

Criminal Record for dishonest action on asset - None -

Other activities that may cause a conflict of interest - None -

Properties prohibited by the Companies Act - None -

Resume of the Retired Directors being proposed for re-election

2. Name ***Mrs. ChintanaTechamontrikul***

Age 61 years

National Thai

Education

@ MBA (Finance), Kasetsart University, Thailand

@ MBA, University of the Thai Chamber of Commerce, Thailand

@ M.A. (Economic law), Faculty of Law, Chulalongkorn University, Thailand

@ Director Certification Program (DCP) 4/2000 from Thai Institute of Directors



Position Director/ Audit Committee / Independent Director / Nomination & Remuneration Committee

Experience

2007 - present Director and Audit Committee, 2S Metal Public Co., Ltd.

1993 - present Managing Director, C&A Auditing

2014 - 2015 Director and Audit Committee, JP Motor Works Public Co., Ltd.

Shareholding (as of 21 March 2017) - None -

Number of Attendance the Meeting for the year 2016

AGM 1 of 1 times

The Board of Directors' Meeting 4 of 4 times

Audit Committee Meeting 4 of 4 times

Nomination and Remuneration Meeting 1 of 1 times

Proposed as Director and Independent Director (the qualification of Independent director appeared on the attachment 8)

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party - None -

Family Relationship with the other directors - None -

Criminal Record for dishonest action on asset - None -

Other activities that may cause a conflict of interest - None -

Properties prohibited by the Companies Act - None -

Resume of the Retired Directors being proposed for re-election

3. Name ***Mr. Tanatat Chavaldit***
 Age 47 years
 National Thai
 Education
 @ MBA, Sasin Graduate Institute of Business Administration,
 Chulalongkorn University
 @ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors



Position **Director**

Experience

2008 - present Director, 2S Metal Public Co., Ltd.
 2002 - present Director, Relax Comfort Co., Ltd.
 2001 - present Director and Vice President, Golden (Thai) Teak Co., Ltd.
 2001 - present Director and Vice President, SB Furniture Houses Co., Ltd.
 2001 - present Director and Vice President, SB Furniture Industry Co., Ltd.

Shareholding (as of 21 March 2017) 8,100,206 shares (Accounted for 2.7% of the total paid up capital)

Number of Attendance the Meeting for the year 2016

The Board of Directors' Meeting 3 of 4 times
 AGM 1 of 1 times

Proposed as Director

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party - None -

Family Relationship with the other directors - None -

Criminal Record for dishonest action on asset - None -

Other activities that may cause a conflict of interest - Yes -

Properties prohibited by the Companies Act - None -

Preliminary information of the Company's Auditor

Board of Director's Opinion

The selection and set an audit fee were passed the Audit Committee's consideration by thinking of the reliability, sufficient amount of resources.

The Board of Director wish to propose the Annual General Meeting of shareholder to consider and approve appoint auditors from Grant Thornton Co., Ltd. to be the Company's Auditor for year 2016 as following;

- | | |
|------------------------------|--|
| 1. Mr. Somkid Taitragul | Certified Public Auditor No. 2785 and/or |
| 2. Mrs. Sumalee Chokdeeanant | Certified Public Auditor No. 3322 and/or |
| 3. Ms. Sansanee Poolsawat | Certified Public Auditor No. 6977 and/or |
| 4. Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 |

And the audit fee for 2017 is set at Bt. 1,710,000 (excluded other expenses such as traveling expense, accommodation or allowance, etc.).

Comparison of the Audit remuneration

1. Details of Remuneration compared to the previous year (unit : Baht)

<i>Description</i>	<i>2016</i>	<i>2017 (being propose)</i>
<i>Quarter reviewed and Annual Audit fee</i>	<i>1,270,000</i>	<i>1,110,000</i>
<i>Reviewed the annual information form</i>	<i>30,000</i>	<i>30,000</i>
<i>Reviewing the subsidiary</i>	<i>-</i>	<i>120,000</i>
<i>Audit the Grand Industry Pipe Co.,Ltd.</i>	<i>570,000</i>	<i>450,000</i>
<i>As the auditor of the Company</i>	<i>1,870,000</i>	<i>1,710,000</i>
Quarter reviewed and annual audit subsidiary	<i>510,000</i>	<i>550,000</i>
Total	2,380,000	2,260,000

2. Both of Auditor have no relationship or no conflict of interest with the Company, the Subsidiary, associated companies, executives, major shareholders, or persons who are related to those people

- 3. Mr. Somkid Taitragul has been the Company's auditor since 2012 - present.**
Mrs. Sumalee Chokdeeanant has been the Company's auditor since 2012 - present.
Ms. Sansanee Poolsawat, has been the Company's auditor since 2009 – 2010, 2012 - present.
Mr. Teerasak Chuasrisakul has been the Company's auditor since 2014 - present.

Proxy (form B)

Duty Stamp 20 Baht

Written at.....

Date.....Month.....Year

(1) I / WeNationalityResiding at
 Road.....Tambol.....District.....Province.....
 Postal Code.....

(2) Being a shareholder of 2S Metal Public Company Limited

Holding the total amount of shares and have the rights to vote equal tovotes
 as follows:

Ordinary share shares and have the rights to vote equal tovotes

(3) Hereby appoint 1. Name Age.....

Residing at..... Road.....Tambol.....

District.....Province..... Postal Code..... or

2. Mr. Surapon Satimanont, Independent Director / Audit Committee. Age 56 years

Residing at 170/44 Sukumvit 23 (Prasarnmit), Kholng tan Nuea, Watthana District, Bangkok 10110

3. Gen. Phairat Phoubon, Independent Director. Age 60 years

Residing at 55/19, Soi 3 Klangmoung The Paris Village, Kumpeangpetch 6 Road, LadYao,
 Chatuchuk, Bangkok 10900

Please check the only box – you wish to appoint.

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders for the year 2017 on 26st April, 2017 at 10.30 a.m. At Sathorn I room, 4th floor Q-House Lumpini no. 1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok or such other date, time and place as the meeting may be adjourned.

(4) I hereby appoint a proxy to vote for me in the meeting as follows.

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2016

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2016.

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 3 To consider and approve the Company's financial statement 2016, for the fiscal year ended 31 December 2016

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

Agenda 4 To consider and approve dividend payment

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

Agenda 5 To consider and approve the issuance of warrants to purchase ordinary shares of the company No. 1 (2S-W1) for the existing shareholders with no cost.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - The appointment of all directors
 - Approve
 - Disapprove
 - Abstain

Agenda 6 To consider and approve the decreasing of the company's registered capital from Baht 299,999,985 to Baht 299,999,971 by eliminating 14 shares that have not yet been allocated at par value of Baht 1 per share.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

Agenda 7 To consider and approve the amendment of Clause 4 of the Company's

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

Agenda 8 To consider and approve the increasing of the company's registered capital from Baht 299,999,971 to Baht 499,999,951 by the issuance of 199,999,980 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 199,999,980.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

Agenda 9 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association according to increasing registered capital.

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 10 To consider and approve the allotment of new ordinary shares of 199,999,980 shares at the par value of Baht 1 per share.

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 11 To consider the election of directors in replacement of those who are due to retire by expiration of term

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

The appointment of all directors

Approve Disapprove Abstain

The appointment of certain directors as follows:

1. Dr. Kanchit Singсуwan

Approve Disapprove Abstain

2. Mrs. Chintana Techamontrikul

Approve Disapprove Abstain

3. Mr. Tanatat Chavaldit

Approve Disapprove Abstain

Agenda 12 To consider and approve director's remuneration for year 2017

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 13 To consider the appointment of auditor and determination of the audit fee of 2017

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our intention as follows;

Approve Disapprove Abstain

Agenda 14 Other business, (if nay).

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - Approve
 - Disapprove
 - Abstain

(5) A proxy's vote in any agenda which does not follow those specified in proxy form, it shall consider that vote is incorrect as well as it does not vote on my/our behalf as a shareholder.

(6) If I/we do not specify my/our purpose to vote for any agenda or specify or in cast the meeting considers or approves any other than agenda set off, including correcting or adding any fact, a proxy can consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting except the Proxy did not vote as I/We had specified in the proxy form, it shall be deemed as such acts had been done by me/us in all respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Witness
(.....)

Signed.....Witness
(.....)

Remark

1. A shareholder shall appoint only on proxy to attend and vote at the meeting. The number of shares held by a shareholder can not divide into several portions to more than one proxy in order to divide the votes.
2. In Agenda of Directors' election, a proxy can vote all directors or each director.
3. In case there are any other than agenda set off, it is applicable to add in the Attachment to Proxy Form.
4. Shareholder can use the proxy form A or C instead of form B which can download from the Company's website www.ss.co.th

Preliminary information of Independent Directors who represent to be a proxy.

1.



Name : Mr. Surapon Satimanont
 Position : Vice president / Independent Director / Audit Committee
 Age : 56 Years
 Address : 170/44 Sukumvit 23 (Prasarnmit), Kholng tan Nuea, Watthana District, Bangkok 10110

Interest in the Agenda considered : Agenda 12

2.



Name : Gen. Phairat Phoubon
 Position : Independent Director
 Age : 60 Years
 Address : 55/19, Soi 3 Klangmoung The Paris Village, Kumpeangpetch 6 Road, LadYao, Chatuchuk, Bangkok 10900

Interest in the Agenda considered : Agenda 12

Defination of the Independent Directors

1. Holding shares no more than 1% of registered and paid-in capital of the Company and related companies, including shares held by related persons of the committee members;
2. Having neither conflict of interest with the Company and related companies nor gain/lost in terms of financial or business management either in the past or at the present, as well as not being a member of independent committee in such nature as,
 - An executive director, an employee, a staff, an advisor who receives salary, or an authorized person of the Company.
 - A professional such as auditor, law consultant, financial consultant, or asset appraiser
 - Any related person that has business relationship with the Company such as buy/sell product and service, buy/sell assets, give/receive financial support
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company and its Subsidiary;
4. Having no business relationship with the Company, the Subsidiary, or juristic person who may have conflicts of interest, in the manner which may interfere with his/her independent judgment, and in a manner that prevents the committee member from presenting the opinion freely about the Company's operation;
5. Not being a member of the audit committee or any committee in other public companies such have type of business same the Company.

Procedures and Conditions for Registration of Attendance of the Shareholders Meeting

A shareholder or proxy holder may register and submit the required documents or any other evidence for inspection prior to the meeting from 9.30 on 26th April 2017.

2 Natural Person

2.1 A shareholder must show an original identification card or an original government official identification card or an original passport (in case the foreigner shareholder).

2.2 Appointment of the proxy holder

- (a) A Completed proxy form with signature of the shareholder must be submitted to the Chairman of the meeting or an authorized person prior to the meeting. If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction. The proxy form must be affixed with a stamp duty of Baht 20.
- (b) A certified copy of the identification card or an original government official identification card or an original passport (in case the foreigner shareholder) of the shareholder.
- (c) When registering, a proxy holder must show an original identification card or an original government official identification card or an original passport (in case the foreigner proxy).

3. Juristic Person

- (a) A proxy form must be signed by an authorized person of the juristic person whose name is shown in the Affidavit of that juristic person, issued by the Department of Business Development, The Ministry of Commerce, or by the relevant government authority, and bear a date within a 30 days period prior to the date of the shareholders' meeting. The proxy form should be sealed of the juristic person (if any).
- (b) If the shareholder is a foreign juristic person, an Affidavit of that juristic person, issued by the relevant government authority of the country where the juristic person is registered and located. The Affidavit is required to be certified by a notary public or another authorized authority and bear a date within a 3 months period prior to the date of the shareholders' meeting.
- (c) If a document is in a language other than English, an English translation certified as a true and correct translation by an authorized person of such juristic person.
- (d) When registering, a proxy holder must show an original identification card or an original government official identification card or an original passport (in case the foreigner proxy).

Company's Article of Association concerning the agenda of Shareholders' Meeting

Calling Meeting

- Article 35 The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors.
- Article 36 The Board of Directors shall hold an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company.
All other meetings of shareholders apart from the above mentioned shall be called "Extraordinary General Meeting".
The Board of directors may summon an extraordinary general meeting of shareholders whenever it think fit. The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than on-tenth of all issued shares may make requisition in writing to the board of directors to summon an extraordinary general meeting and clearly specify therein a reason of such requisition. In such a case, the board shall call the shareholders' meeting within one month from the date that shareholders' request is received.
- Article 37 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agendas and matters to be proposed to the meeting together with adequate details and clearly indication whether such matter are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinion on such matters and send to the shareholders and the registrar not less than 7 days prior to the date of the meeting . In this respect, the Company shall advertise the notice in a newspaper not less than 3 days prior to the date of the meeting for 3 consecutive days.

Quorum

- Article 38 At the shareholders' meeting, there shall be not less than twenty five shareholders and the shareholders' proxies (if any) or not less than half o the total number of shareholders and in either case holding altogether not less than on-third of the total issued shares attending the meeting to constitute a quorum. In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum as mentioned above, if that shareholders' meetings summoned upon the request of shareholders, it shall be cancelled. If the meeting had not been summoned upon the request of shareholders, another meeting shall be summoned and a notice summoning the meeting share be sent to shareholders not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum will be necessary.

Votes

- Article 42 In voting in a shareholder meeting, one share is entitled to one vote.
The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors.
- Article 43 In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the votes. In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend and have the right to vote:
- a) The sale or transfer of the whole or a material part of the Company's business to others;
 - b) The purchase or acceptance of transfer to the company of business of another entity or private company;
 - c) The execution, amendment or termination of a contract in relation to the leasing of the whole or a material part of the company's business, assignment to other person to manage the company's business or consolidation of the business with other persons for the purpose of sharing profit and loss;
 - d) The amendment of Memorandum or Articles of Association;
 - e) The increase or decrease in the company's capital or the issuance of debentures;
 - f) The amalgamation or dissolution of the company.

Request form for the Annual Report of the year 2016

Date

Subject Request for the Annual Report of the year 2016

I/We a shareholder of Southern Steel Public Company Limited, would like to request for the Annual Report of the year 2016 for the Annual General Meeting of shareholder year 2016 to the address as follows:

Name of Shareholder

Number of holding shares **shares***

Residing at **Road** **Tambol/Kwhaen**

District **Province** **Post Code**

Telephone

Signed **Shareholder**

(.....)

Please fill in this form and send it back to the Company as the facsimile No. 02-6103871

Miss Pornnica Lertithibaht

Company Secretary

Southern Steel Public Company Limited

Tel : 02-6103883

Location Map of the Meeting

Sathorn 2, 4th Floor, Q-House Lumpini no. 1 South Sathorn Road, Thungmahamek, Sathorn,
Bangkok.

Telephone 02-6103883 / Facsimile 02-6103871



Bus number : 62, 17, 22, 116, 149

Subway MRT : Lumpini station



บริษัท 2 เอส เมทัล จำกัด (มหาชน)

ที่ตั้งสำนักงานใหญ่ : เลขที่ 8/5 หมู่ที่ 14 ตำบลท่าช้าง
อำเภอบางกล่ำ จังหวัดสงขลา
โทร. 074-800111 โทรสาร 074-800286

สำนักงานคณะกรรมการ : เลขที่ 1 อาคารคิวเฝ้าสุ่มพินิจ ชั้น 27 ถ.สาทรใต้
ทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ
โทร. 02-6103883 โทรสาร 02-6103871