

Ref: S2_BoD004/2018

March 2nd, 2018

Subject Notice of Annual General Meeting of Shareholders for the year 2018

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 2017
2. Annual Report for the year 2017, (CD Rom)
3. Profile of directors who retired by rotation and proposed to be reelected and a new director
4. Information on Auditor's profile
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 2017.
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 2018 will be held on Wednesday, 4 April 2018 at 10.30 at Saladeang Room, 4th floor, Q.House Lumpini Building, No.1 South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok Metropolis with the following agenda:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2017

Fact and reason The 2017 Annual General Meeting of Shareholders had been held on 26th April 2017. A copy of the minutes is attached in (attachment 1) and was published on the Company's website www.ss.co.th

Opinion of the Board of Directors The Board of Director has considered that the the minutes of Annual General Meeting of Shareholders no.1/2017 dated April 26, 2017 was properly and accurately recorded. Therefore, it is proposed that the shareholders certify such minutes.

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2017.

Fact and reason the Company's operation and performance for the year 2017 as the details is shown in the Annual Report of 2017 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 2017.

Agenda 3 Consider and approve the Company's financial statement 2017, for the fiscal year ended 31 December 2017

Fact and reason : In compliance with the Public Companies Limited Act B.E. 2535 (as amended), the Company must prepare financial statements, the statement of comprehensive income at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approve. A summary of the significant financial status and operating results is shown in the table below:

Description	(Unit: Million Baht)	
	Consolidated Financial	Separate Financial
Total Asset	1,929.3	1,862.5
Total Liabilities	649.0	643.4
Shareholders' Equity	1,280.3	1,219.0
Total Revenue	4,539.0	4,540.3
Net profit of the Company's shareholder	284.7	276.7
Profit per share (Baht)	0.71	0.69

Details are appeared in the 2017 Annual Report 2017 (Attachment 2)

Opinion of the Board of Directors : The Board considered and concluded that the Meeting should approve the audited balance sheet and profit and loss statement for the fiscal year ended 31 December 2017 as appeared in the Annual Report 2017 which had been distributed to shareholders together with the Notice of the Meeting.

Agenda 4 To consider and approve allocation of profit and 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 2017, the Company's separate net profit was Bt. 276,732,425 and also the Company has allocated Bt.10 million to complete the legal reserved 10% in the financial statement fiscal for the fiscal year 2017.

Hence, the Board of Directors wish to propose the shareholders meeting to allocation of dividend for the year 2017 at Baht 0.2850 per share with an amount not exceeding Baht 114 million, representing a dividend payout ratio of 41.2% from the Company's separate financial statement of the year 2017. 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. 3/2017 held on August 9th, 2017 resolved to pay an interim dividend in cash from the Company's performance in the first half of 2017 (January 1st,- June 30th, 2017) at the rate of Baht 0.06 per share, equivalent to approximately Baht 24 million. The interim dividend was paid on September 7th, 2017. Thus, the remaining dividend to be paid in this regard is at Baht 0.2250 per share or totally in the amount of approximately Baht 89,999,851. The details are as follows

- 4.1 Paid stock dividend by ordinary shares in the ratio of 8 existing shares per 1 stock dividend or a total not more than 49,999,917 shares at par value 1 Baht per share. 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 0.1250 per share.
- 4.2 The cash dividend of Baht 0.10 per share or equivalent to an amount Baht 39,999,934. (Such the fraction of the stock dividend as 4.2 that will be paid cash instead – The cash dividend may expand more Baht 39,999,934. But the total amount of both dividends will be equal Baht 89,999,851).

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

	Baht per share
Stock dividend (8 existing share : 1 stock dividend)	0.1250
Cash dividend	0.1000

Total dividend payment	0.2250
Less : withholding tax (10%)	(0.0225)
Remaining	0.2025
<u>Divided to:</u>	
Stock dividend (8 existing share : 1 stock dividend)	0.1250
Cash dividend	0.0775

Information for comparison with the dividend distribution in previous years

Details	2017 (proposing)	2016	2015
- Net Profit under the Company's separate financial Statement	276.73	334.31	29.54
- Number of shares entitled to dividends (Million Shares)	400	300	300
- Basic profit per share (Baht/share)	0.69	1.11	0.10
- Dividend payable per share (Baht/share)	0.2850	0.5133	0.10
- Total dividend payable (million Baht)	114.0	154.00	30.00
- Dividend payout (%)	41.20	46.07	101.6

Opinion of the Board of Directors The Board considered and concluded that the shareholders Meeting should approve to allocation of dividend for the year 2017 at Baht 0.2850 per share with an amount not exceeding Baht 114 million, representing a dividend payout ratio of 41.20% from the Company's separate financial statement of the year 2016 of the Non BOI business. Which is the rate that conforms to the policy of the dividend distribution of the Company. Once the company paid an interim dividend in cash on September 7th, 2017 at the rate of Baht 0.06 per share, equivalent to Baht 23,999,960. The remaining dividend shall be paid in this regard is at Baht 0.2250 per share or totally amount of Baht 89,999,851 as the above following details.

The right to receive the dividend (Record Date) will be on April 19th, 2018, and the dividend will be paid on May 3rd, 2018.

Agenda 5 To consider and approve the decreasing of the company's registered capital from Baht 499,999,951 to Baht 499,999,327 by eliminating 624 shares at par value of Baht 1 per share.

Fact and reason : According to the resolution of AGM 2017 dated 26 April 2017 approved to pay the stock dividend to the existing shareholders in the ratio 3 existing ordinary

shares per 1 stock dividend or the total 99,999,990 shares. The result of allocating the stock dividend had shareholders received the stock dividend total 99,999,366 shares. Thus, the allocation had 624 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 499,999,951 to be the new registered capital of Baht 499,999,327 by eliminating the registered capital of 624 shares remaining from supporting the stock dividend payment according to the resolution of AGM 2017 and will not be reserve for any conversion the Company's capital which amount 624 shares at par value of Baht 1 per share in total Baht 624.

Opinion of the Board of Directors the shareholders Meeting should approve the capital decrease from the existing registered capital of Baht 499,999,951 to be the new registered capital of Baht 499,999,327 by eliminating the registered capital of 624 shares remaining from supporting the stock dividend payment

Agenda 6 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 5, 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	499,999,327	Baht (Four hundred ninety nine million nine hundred ninety nine thousand and three hundred twenty seven Baht)
	Divided into	499,999,327	Shares (Four hundred ninety nine million nine hundred ninety nine thousand and three hundred twenty seven shares)
	Par value of	1	Baht (One Baht)
	<u>Which is classified into</u>		
	Ordinary shares	499,999,327	Shares (Four hundred ninety nine million nine hundred ninety nine thousand and three hundred twenty seven 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 7 To consider and approve the increasing of the company's registered capital from Baht 499,999,327 to Baht 549,999,244 by the issuance of 49,999,917 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 49,999,917.

Fact and reason : According to the stock dividend payment in ratio 8 existing ordinary shares per 1 stock dividend equivalent to 49,999,917 shares as agenda 4,

The board of director wish to propose the approval of capital increase from the existing registered capital of Baht 499,999,327 to be the new registered capital of Baht 549,999,244 by issuing the 49,999,917 new ordinary shares with the par value of One (1) Baht per share.

Opinion of the Board of Directors the shareholders Meeting should approve the capital increase from the existing registered capital of Baht 499,999,327 to be the new registered capital of Baht 549,999,244 by issuing the 49,999,917 new ordinary shares with the par value of One (1) Baht per share, equivalent to Baht 49,999,917 for supporting the stock dividend payment.

Agenda 8 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 7, 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	549,999,244	Baht (five hundred forty nine million nine hundred ninety nine thousand and two hundred forty four Baht)
	Divided into	549,999,244	Shares (five hundred forty nine million nine hundred ninety nine thousand and two hundred forty four shares)
	Par value of	1	Baht (One Baht)
	<u>Which is classified into</u>		
	Ordinary shares	549,999,244	Shares (five hundred forty nine million nine hundred ninety nine thousand and two hundred forty four 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 9 To consider and approve the allotment of new ordinary shares of 49,999,917 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 49,999,917 shares with par value of Baht 1 per share for reserve the stock dividend at a ratio of 8 existing shares to 1 stock dividend.

Opinion of the Board of Directors the shareholders Meeting should approve the allotment of 49,999,917 shares with par value of Baht 1 per share as the proposing details.

Agenda 10 To consider the election of directors in replacement of those who are due to retire by expiration of term and appointment a new director

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. Sombat Leeswadtrakul Director and Chief Executive Officer
- b. Mr. Sangrung Nitipawachon Director and Managing Director
- c. Gen. Phairat Phoubon Director and Independent 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 20 December, 2017 to 31 January, 2018. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2018 dated on 21 February 2018 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 and the independent director nominee suitable to comment freely and perform in accordance with the relevant guidelines. 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.

Furthermore, wish to propose the shareholders meeting to appointment a new director namely Mr. Worawit Chailimpamontri, to be a director and independent director who has good cognition of Finance and Banking shall be a maximum benefit for the Company.

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 and appointment of Mr. Worawit Chailimpamontri to be new director and independent director. (Detail information of the directors as shown in the Attachment 3).

Agenda 11 To consider and approve director's remuneration for the year 2018

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 2018 (excluded Executive directors)

a) Remuneration in cash consisted by Base salary and attendance fees as below table;

Position	Salary (Baht/month/person)	attendance fees (Baht/times/person)	Bonus
Chairman	50,000	15,000	Considerable of the Company's operation
Non-Executive Director	30,000	15,000	
Audit Committee	-	15,000	
Nomination and Remuneration committee	-	15,000	

b) Other Remuneration -none-

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 2018 (excluded the Executive directors) at the same rate of year 2017 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 12 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. Somchid Tiatragul, CPA. No. 2785 and/or Miss Kanyanat Sriratchatchaval, CPA. No. 6549 and/or Miss Sansanee Poolsawat, CPA. No. 6977 and/or Mr. Teerasak Chuasrisakul, CPA. No. 6624 and/or Mr. Narin Churamongkol, CPA. No. 8593 of Grant Thornton Co., Ltd. as the Company's auditors for the year 2018 with the remuneration for the amount of 1,800,000 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 2018 with the remuneration for amount 1,800,000 Baht per year.

วาระที่ 13 To consider the approve the amendment of the Company's Articles of Association Clause 26 and Clause 36

Fact and reason according to the Announcement of the National Council for Peace and Order No. 74/2557 Subject: Teleconference through Electronic Devices and No. 21/2560 Subject: Additional Amendment to the Law for Business Facilitation. Amendment the relevant of Calling the Extraordinary Shareholders Meeting of the Public Limited Companies Act B.E. 2535. Consequently, the Board of Directors propose the shareholders meeting to consider and approve to amend the Company's Articles of Association Clause 26 and Clause 36 as follows.

Current	New
Clause 26. The Board of Director Meeting shall hold in the province in which the head office of the Company is located or a nearby province or any place as Chairman or authorized determine.	Clause 26. The Board of Director Meeting shall hold in the province in which the head office of the Company is located or a nearby province or any place as Chairman or authorized determine. The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with Announcement of the National Council for Peace and

	<p>Order No. 74/2557 Subject: Teleconference through Electronic Devices and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof."</p>
<p>Clause 36. The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting within four (4) months of the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time as it considers expedient to do so. Shareholders holding shares amounting to not less than one fifth (1/5) of the total number of shares sold or shareholders numbering not less than twenty five (25) persons holding shares amounting to not less than one tenth (1/10) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reason for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to call a shareholder's meeting within one (1) month of the date of receipt of such request from the said shareholders."</p>	<p>"Clause 36 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting within four (4) months of the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time as it considers expedient to do so. One or more than one shareholder holding shares amounting to not less than ten (10) percent of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request is received from the shareholders.</p> <p>If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding</p>

	<p>shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 38, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting."</p>
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In addition, for the purpose of good order in effecting registration of the amendment of the Articles of Association which may require revision of words or statements in the Articles of Association in the registration documents or minutes of the shareholders meeting in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, it was deemed appropriate to delegate the authority to the Executive Committee and/or Group Chief Executive Officer and/or any person delegated by the Executive Committee and/or Group Chief Executive Officer, to amend the words or statements in documents and/or application for the purpose of registration of the amendment of the articles of association with Department of Business Development, Ministry of Commerce, including to delegate the authority to another person, forthwith without the need to seek further approval from the Board of Directors' meeting or the Shareholders' meeting.

Opinion of the Board of Directors the Board concluded that the Shareholders Meeting should approve the amendment of the Company's Articles of Association Clause 26 and Clause 36.

Agenda 14 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)



บริษัท 2 เอส เมทัล จำกัด (มหาชน)
8/5 หมู่ที่ 14 ตำบลท่าช้าง อำเภอบางกล่ำ จังหวัดสงขลา 90110
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Tel : +66 7480 0111 Fax : +66 7480 1286 www.ss.co.th

The Company had set record date for the rights to attend the meeting on 9 March 2018.

Yours sincerely,

(Dr. Kanchit Singsuwan)
Chairman

Profile of the Retired Directors being proposed for re-election

1. Name *Mr. Sombat Leeswadtrakul*
 Director / Chief Executive Officer / Nomination &
 Remuneration Committee



Age 58 years **National** Thai

Education Background

- @ MBA, Mahidol University, Thailand
- @ The 8th: Top Executive Program, Capital Market Academy, Thailand
- @ The program for Senoir Executive on Justice Administration (Batch 12)
- @ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors

Experience

1. Listed companies
 - 1992 - present Director and Chief Executive Offiecer, 2S Metal Public Co., Ltd.
2. Non-Listed companies
 - 1994 - present Chairman and Chief Executive Officer, Neastern Steel Co., Ltd.
 - 2015 - present Chairman and CEO, Grand Steel Pipe Co.,Ltd.
 - 1992 – 2016 Director, Bangkok Waster Resources Co., Ltd.
 - 2002 - 2016 Director, Bangsaothong for Agriculture Co., Ltd.

Tenure of Directorship 26 years (Since 29 May 1992)

Shareholding (as of 15 February 2018) 73,227,240 shares (Accounted for 18.31% of the total paid up capital)

Number of Attendance the Meeting for the year 2017

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

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 Acts - None –

Profile of the Retired Directors being proposed for re-election

2. Name *Mr. Sangrung Nitipawachon*

Director / Managing Director

Age 49 years **National** Thai

Education Background

- @ MBA , Chulalongkorn University, Thailand
- @ MBA, Prince of Songkla University, Thailand
- @ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors



Experience

1. Listed companies
 - 1993 - present Director and Managing Director, 2S Metal Public Co., Ltd.
2. Non-Listed companies
 - 2006- present Director and Managing Director, Neastern Steel Co., Ltd.
 - 2015 - present Director, Grand Steel Pipe Co.,Ltd

Tenure of Directorship 26 years (Since 29 May 1993)

Shareholding (as of 15 February 2018) 23,278,826 shares (Accounted for 5.82% of the total paid up capital)

Number of Attendance the Meeting for the year 2017

AGM 1 of 1 times

The Board of Directors' Meeting 4 of 4 times

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 -

Profile the Retired Directors being proposed for re-election

3. Name *Gen. Phairat Phoubon*
Director / Independent Director

Age 61 years **National** Thai

Education Background

- @ The National Defence College (NDC #52)
- @ Chulachomklao Royal Military Academy (CRMA#27)
- @ Bachelor of Engineering, Royal Thai Survey Dept.
- @ Director Accreditation Program (DAP) 123/2016 from Thai Institute of Directors



Experience

1. Listed companies

- 2015 - present Director, 2S Metal Public Co., Ltd.
- 2017 - present Chairman and Independent Director, Rich Sport Public Co., Ltd.

2. Non-Listed companies

- 2017 - present Director, Council of The War Veterans Organization of TH.
- 2017 - present Subcommittee on Strategic, Defense Technology Institute
- 2017 - present Honorary Advisor, Royal Thai Armed Forces Headquarters Saving and Credit Cooperative Limited.
- 2016 - present Advisor of Chairman, CAT Telecom PCL.

Tenure of Directorship 2 years (Since 15 December 2015)

Shareholding (as of 15 February 2018) - none - (Accounted for -% of the total paid up capital)

Number of Attendance the Meeting for the year 2017

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

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 -

Profile of the persons being propose to appointment

3. Name *Mr. Woravit Chailimpamontri*

Director / Independent Director

Age 48 years

National Thai



Education Background

- @ B.B.A. (Marketing), Bangkok University
- @ M.B.A. (International Business Management), Schiller International University, London, England
- @ Certificate of Thailand Government Savings Bank Management Leadership Program, Marshall School of Business, University of Southern California, USA
- @ Certificate of Housing Finance Program at the Wharton School, University of Pennsylvania, USA
- @ Director Certification Program (DCP), Thai Institute of Directors (IOD), Class 100/2008
- @ Top Executive Program, Capital Market Academy (CMA), Class 8/2009
- @ Top Executive Program in Commerce and Trade, Commerce Academy, Class 3/2010
- @ Politics and Governance in Democratic Systems for Executives Course, King Prajadhipok's Institute, Class 14/2011
- @ Top Executive Judgment Processing Program, College of Justice, Judicial Training Institute, Class 16
- @ Top Executive Program, Thailand Energy Academy (Class 4)
- @ Top Executive Program, Institute of Metropolitan Development of Navamindradhiraj University, Class 4
- @ Management of public peace Program, Police Education Bureau, Royal Thai Police, Class 3
- @ Thailand Insurance Leadership Program, Office of Insurance Commission, Class 6

Experience

1. Listed companies

- | | |
|----------------|--|
| 2017 - present | Director and Chairman of Audit Committee, National Power Supply Public Co., Ltd. |
| 2017 - present | Director and Executive director, International Research Corporation Public Co., Ltd. |
| 2013 - 2015 | Director and Executive director, MFC Asset Management Public Co., Ltd. |
| 2013 – 2014 | Director, IRPC Public Co., Ltd. |

2. Non-Listed companies

- | | |
|----------------|--|
| 2017 - present | Vice Chairman, THAI-ASEAN Cultural and Economic Council |
| 2017 - present | Committee of University Affairs Board, Dhonburi Rajabat University |
| 2013 - present | Professional, Elementary School Committee, Thai Debsirin School |
| 2015 - present | Chairman, SNC Capital Co.,Ltd. |
| 2015 - present | Committee, Thai-Laos Friendship Association. |
| 2012 - 2014 | President, Government Savings Bank. |
| 2010 – 2012 | Managing Director, Government Housing Bank |

Tenure of Directorship	- years (Since 15 December 2015)
Shareholding (as of 15 February 2018)	- none - (Accounted for -% of the total paid up capital)

Number of Attendance the Meeting for the year 2017

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

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party	- None -
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Family Relationship with the other directors	- None -
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Criminal Record for dishonest action on asset	- None -
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Other activities that may cause a conflict of interest	- None -
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Properties prohibited by the Companies Act	- None -
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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 2018 as following;

- | | |
|-----------------------------------|---|
| 1. Mr. Somkid Taitragul | Certified Public Auditor No. 2785 and/or
(has been the auditor since 2017) |
| 2. Miss Kanyanut Sriratchatchaval | Certified Public Auditor No. 6549 and/or |
| 3. Ms. Sansanee Poolsawat | Certified Public Auditor No. 6977 and/or
(has been the auditor of year 2012 – 2013 and
2015-2016) |
| 4. Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 and/or
(has been the auditor since 2014) |
| 5. Mr. Narin Juramongkol | Certified Public Auditor No. 8593 |

And the audit fee for 2018 is set at Bt. 1,800,000 (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)

Description	2017	2018 (being propose)
Reviewed and Audited for the Company	1,710,000	1,800,000
Quarter reviewed and annual audit subsidiary	520,000	520,000
Total	2,320,000	2,320,000

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.



Proxy (form B)

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. Mrs. Chintana Techamontrikul, Independent Director / Audit Committee. Age 63 years

Residing at 84/37, Nonsi Road, Chong Nonsi, Yannawa, Bangkok 10120

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 2018 on 4th April, 2018 at 10.30 a.m. At Saladeang 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 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 2 To consider and acknowledge the Company's operating results for the fiscal 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 3 To consider and approve the Company's financial statement 2017, for the fiscal year ended 31 December 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 4 To consider and approve allocation of profit and 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 decreasing of the company's registered capital from Baht 499,999,951 to Baht 499,999,327 by eliminating 624 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 6 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 7 To consider and approve the increasing of the company's registered capital from Baht 499,999,327 to Baht 549,999,244 by the issuance of 49,999,917 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 49,999,917.

- (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 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 9 To consider and approve the allotment of new ordinary shares of 49,999,917 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 10 To consider the election of directors in replacement of those who are due to retire by expiration of term and appointment a new director

- (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. Mr. Sombat Leeswadtrakul
- Approve Disapprove Abstain
2. Mr. Sangrung Nitipawachon
- Approve Disapprove Abstain
3. Gen. Phairat Phoubon
- Approve Disapprove Abstain
4. Mr. Worawit Chailimpamontri
- Approve Disapprove Abstain

Agenda 11 To consider and approve director's remuneration for year 2018

- (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 12 To consider the appointment of auditor and determination of the audit fee of 2018

- (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 approve the amendment of the Company's Articles of Association Clause 26 and Clause 36

- (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 11

2.  **Name** : Mrs. Chintana Techamontrikul
Position : Independent Director / Audit Committee
Age : 63 Years
Address : 84/37 Nonsi Road, Chong Nonsi, Yannawa, Bangkok 10120

Interest in the Agenda considered : Agenda 11

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 4th April 2018.

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 2017

Date

Subject Request for the Annual Report of the year 2017

I/We a shareholder of Southern Steel Public Company Limited, would like to request for the Annual Report of the year 2017 for the Annual General Meeting of shareholder year 2018 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