

Ref: S2_BoD004/2019

March 22nd, 2019

Subject Notice of Annual General Meeting of Shareholders for the year 2019

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 2018
2. Annual Report for the year 2018 in the QR Code channel on the registration form.
3. Profile of directors who retired by rotation and proposed to be reelected.
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 2018.
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, 24 April 2019 at 10.30 at Sathorn I 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 year 2018

Fact and reason The 2018 Annual General Meeting of Shareholders had been held on 4th April 2018. 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 for year 2018, dated April 4, 2018 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 2018.

Fact and reason the Company's operation and performance for the year 2018 as the details is shown in the Annual Report of 2018 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 2018, for the fiscal year ended 31 December 2018

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:

(Unit: Million Baht)

Description	Consolidated Financial	Separate Financial
Total Asset	1,857.46	1,784.73
Total Liabilities	543.27	532.97
Shareholders' Equity	1,314.19	1,251.76
Total Revenue	5,449.51	5,456.56
Net profit of the Company's shareholder	105.55	104.22
Profit per share (Baht)	0.23	0.23

Details are appeared in the 2018 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 2018 as appeared in the Annual Report 2018 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 2018, the Company's separate net profit was Bt. 104.22 million. Hence, the Board of Directors wish to propose the shareholders meeting to allocation of profit as details following;

1. To allocation for legal reserve in the amount Baht 5,000,000 which was 4.85% of the Company's separate financial statement of year 2018 Which the totaling of the legal reserve will be fully Baht 45,000,000 or 10% of registered capital.
2. To allocation of dividend for the year 2018 at Baht 0.14 per share with an amount not exceeding Baht 63.0 million, representing a dividend payout ratio of 60.45% from the Company's separate financial statement of the year 2018. The dividend is 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 individual shareholders received a tax credit in calculating tax under Section 40 bis.

However, the Board of Directors Meeting No. 3/2018 held on August 14th, 2018 resolved to pay an interim dividend in cash from the Company's performance in the first half of 2018 (January 1st, - June 30th, 2018) at the rate of Baht 0.07 per share, equivalent to approximately Baht 31.5 million. The interim dividend was paid on September 12th, 2018. Thus, the remaining dividend to be paid in this regard is at Baht 0.07 per share or totally in the amount of approximately Baht 31.5 million from the Company's profit and retained earning in the second half of 2018 (July 1st, - December 31st, 2018)

Information for comparison with the dividend distribution in previous years

Details	2018 (proposing)	2017	2016
- Net Profit under the Company's separate financial Statement	104.22	276.73	334.31
- Number of shares entitled to dividends (Million Shares)	450	400	300
- Basic profit per share (Baht/share)	0.23	0.69	1.11
- Dividend payable per share (Baht/share)	0.14	0.2850	0.5133
- Total dividend payable (million Baht)	63.0	114.0	154.00
- Dividend payout (%)	60.45	41.20	46.07

Opinion of the Board of Directors The Board considered and concluded that the shareholders Meeting should approve to allocation of dividend for the year 2018 at Baht 0.14 per share with an amount not exceeding Baht 63.0 million, representing a dividend payout ratio of 60.45% from the Company's separate financial statement of the year 2018 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 12th, 2018 at the rate of Baht 0.07 per share, equivalent to Baht 31.5 million. The remaining dividend shall be paid in this regard is at Baht 0.07 per share or totally amount of Baht 31.5 million as the above following details.

The right to receive the dividend (Record Date) will be on May 9th, 2019, and the dividend will be paid on May 23rd, 2019.

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

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

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

- | | |
|-----------------------------|--|
| a. Mr. Surapon Satimanont | Director and Chairman of Audit Committee |
| b. Miss Bunsri Panyapiamsak | Director and Executive Director |
| c. Mr. Preeda Wongsatitporn | Director |

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from 24 December, 2018 to 31 January, 2019. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2019 dated on 27 February 2019 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.

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 as shown in the Attachment 3).

Agenda 6 To consider and approve director's remuneration for the year 2019

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/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-

Furthermore, details of payment was shown on Annual Report which is sent to shareholders together with the Notice of this Meeting (attachment 2).

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 2019 (excluded the Executive directors) at the same rate of year 2018 with total amount not exceeding Baht 4.00 million, consisted of the base salary, the attendance fees and bonus as the detail above. The AGM authorized the Board of Directors has the authority to determine the remuneration rates or bonuses to directors as appropriate, but shall not exceed Baht 4.00 million per year.

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

Fact and reason The Audit Committee has considered it appropriate to appoint Mr. Somchid Tiatragul, CPA. No. 2785 and/or Miss Kanyanat Sriratchachaval, CPA. No. 6549 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 2019 with the remuneration for the amount of 1,845,000 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 2019 with the remuneration for amount 1,845,000 Baht per year.

Agenda 8 Other business, (if nay).

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

The Company had set record date for the rights to attend the meeting on 15 March 2019.

Yours sincerely,

(Dr. Kanchit Singsuwan)
Chairman

The Minutes of the Annual General Meeting of Shareholders 2018
2S Metal Public Company Limited

Date time and Place

The Meeting was held on 4th April, 2018 at 10.30 a.m. at the Saladeang, 4th floor, Q-House Lumpini, No.1 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

Company's Director Present

- | | | |
|----|-----------------------------|--|
| 1. | Dr.Kunchit Singsuwan | Chairman / 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 / Chairman of Audit Committee / Independent Director and Chairman of Nomination Remuneration Committee |
| 5. | Mrs.Chintana Techamontrikul | Director and Audit Committee/ Independent Director / Nomination and Remuneration Committee |
| 6. | Ms.Bunsri Panyapiamsak | Director / Executive Director and Financial Manager |
| 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.Sunsanee Poolsawad | Auditor, Grant Thornton Co.,ltd. |

Preliminary Proceedings

Mr.Pakorn Onkaew, (The speaker of the Meeting) informed the meeting that there were 209 shareholders and proxies attended, representing 274,533,673 shares or 68.6% 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 informations. 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 14.

The speaker informed the Meeting that On December 20, 2017 – January 31, 2018, the Company had invited shareholders to propose agendas for the Annual General Meeting of Shareholders for the year 2018 and to nominate candidates to be elected as the Company's Board of Directors in advance. In this regard, no shareholder had proposed the agenda, nominated candidate or submitted the question during that period.

Afterwards, Dr. Kunchit Singsowan, the Chairman of the board was on the way which not ready to opened meeting, then Mr. Surapon 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 2017.

The Chairman informed to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2017 dated on 26th April, 2017 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 2017 with the following votes.

Approved	274,533,673	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 2017.

The Chairman proposed the meeting to consider and acknowledge the Company's Operating Report year 2017 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 2017, total revenues from sales were Bt. 4,523.72 million, increased from 2016, 14.92%, The quantity of sales has slightly increased by 2.55% and the average sales price per ton has slightly increased 12.06%.
- Revenue Structure consists of 2 main lines ; The formed steel with 76% and trading steel with 24%. Which the formed steel has increased to 18.96% while steel for trading has decreased to 5.74% when compared to the same period of year 2016.
- Company's 2017 Performances were as follows.
 1. Cost of goods consists by the Formed steel with 78.83% of totaling cost of goods, which is the mainly cost of Hot Roll Coil and variable increase-decrease the price of steel in the world market. And others expenses such transportation cost, labor, electricity, etc.
 2. Gross Margin was Bt. 558.94 million or 12.36%, increased from the year 2016 which has gross margin 15.23% due to higher of raw material costs than global price.

3. Selling Expenses consist to transportation costs, fuel costs and sales promotional expenses. The amount of selling expenses was Bt. 106.51 million, increased 23.2% as increasing of quantity of sales.
4. The Administration Expenses was Bt. 98.04 million or 2.17% of revenue from sales which consists to Salary, Directors' remuneration, bonus, allowance for doubtful accounts and lost of exchanged.
5. The Financial Cost was Bt. 16.64 million, increased by 33.98% due to increasing of the loan from financial institutions for working capital.

Then Chairman assigned to Mr. Sangrungs Nitipawachon to inform the meeting on the progress of the measures Anti-Corruption project.

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

Management answered all shareholders' questions and there was no any questions ge 46.

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 2016 as reported by the Chief Executive Officer.

Before the meeting to continuous considers agenda 3, 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 218 and representing 274,742,610 shares.

Agenda 3 To consider and approve financial statements for the year ended 31st December 2017.

The Chairman proposed the meeting to consider and approve the Audited Financial Statements for the year ended December 31st, 2017 as details presented in the 2017 annual report, which had been sent to the all shareholders with the notice of this meeting.

The Chairman appointed Mr. Sangrungs Nitipawachon to inform to the Meetings that the statement of financial position of the Company and subsidiaries as at December 31st, 2017 as follows.

- Statements of Financial Position

	Y 2016 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M.Baht	%
Total assests	1,753.84	1,929.31	175.47	10.0%
<u>Total Current Assests</u>	1,228.20	1,384.34	156.13	12.7%
Trade accounts receivable and Other receivable	327.33	316.44	(10.88)	-3.3%
Inventory - net	568.72	760.60	191.88	33.7%
<u>Non - Current Assest</u>	525.63	544.97	19.33	3.7%
Property, plant and equipment - net	481.67	501.01	19.33	4.0%
Other non - current asset	43.96	43.96	0.00	0.0%

	Y 2016 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M.Baht	%
Total Liabilities (Mil)	704.22	649.00	(55.23)	-7.8%
Current Liabilities (Mil)	670.1	615.54	(54.56)	-8.1%
Non - Current Liabilities (Mil)	34.13	33.46	(0.68)	-1.9%
Debt to Equity ratio (As)	0.67	0.51		
Shareholders' Equity (Mil)	1,049.61	1,280.3	230.7	22.0%
Issued and paid-up share capital	300	400	100.0	33.3%
Retained earnings	599.87	730.57	130.7	21.8%
Others	176.75	151.27	(1.8)	-1.2%
Non-controlling interests	(3.32)	(1.53)	1.7	53.9%
P/BV Ratio (Baht)	3.50	3.20		

- Statement of Comprehensive Income

	Y 2016 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Revenue from Sales	3,936.43	4,523.72	587.29	14.9%
Total Revenue	3,946.83	4,539.01	592.18	15.0%
Cost of sales	3,337.06	3,964.78	627.72	18.8%
Selling and Administrative expenses	169.71	204.54	34.83	20.5%
Financial costs	12.42	16.64	4.2	34.0%
Income before income Tax	427.64	353.05	(74.59)	-17.4%
<u>Corporate Income Tax</u>	<u>85.81</u>	68.36	(17.45)	-20.3%
Net income	341.83	284.69	(57.14)	-16.7%

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, 2017 by the unanimous votes as follows;

Approved	274,742,610	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Before the meeting continued to consider agenda 4, there were further three shareholders and proxies attended, which totaling shareholders and proxies attended shall be 221 and representing 274,747,976 shares.

Agenda 4 To consider and approve and allocation of legal reserve and dividend payment

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.

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 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 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 4.1 that will be paid cash instead – The cash dividend may expand more Baht 39,999,934. But the total amount of both dividends will not exceeding Baht 90.0 million.

The cash dividend will be paid the withholding tax, which individual shareholders received a tax credit in calculating tax under Section 40 bis.

Schedule;

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

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 approve to allocation of 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 not exceeding 90.0 million as the above following details by the unanimous votes as follows;

Approved	274,747,976	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Before the meeting continued to consider agenda 4, there were further two shareholders and proxies attended, which totaling shareholders and proxies attended shall be 223 and representing 274,748,176 shares.

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.

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.

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 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 by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 6 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association according to decreasing registered capital.

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)"

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 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 by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

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

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.

As the above allocating, the board of director wish to proposed 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.

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 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 199,999,980 for supporting the stock dividend payment by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 8 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association according to increasing registered capital.

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)"

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 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 by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 9 To consider and approve the allotment of new ordinary shares of 199,999,980 shares at the par value of Baht 1 per share.

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.

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 approve the allotment of 49,999,917 shares with par value of Baht 1 per share as the proposing details by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0 percent

Agenda 10 To consider the election of directors in replacement of those who are due to retire by expiration of term

The Chairman appointed Mr. Surapon Satimanont, 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 , three directors whose term ends by rotation presented as follows;

- a. Mr. Sombat Leeswadtrakul Director and Chief Executive Officer
- b. Mr. Sangrungs 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 Nomination and Remuneration committee has considered the qualification of the directors and Independent directors as per the nomination procedure by competence, experience and other qualifications required by laws. 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.

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.

The details of which were shown in the director profile which was published in the Annual Report 2017 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. Once there's no further 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. Sombat Leeswadtrakul

Approved	274,748,176	votes	equivalent to	100.00 percent
Disapproved	0	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Mr. Sangrungs Nitipawachon

Approved	274,748,176	votes	equivalent to	100.00 percent
Disapproved	0	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Gen. Phairat Phoubon					
Approved	274,748,176	votes	equivalent to	100.0 percent	
Disapproved	0	votes	equivalent to	0 percent	
Abstained	0	votes	equivalent to	0.00 percent	
Mr. Worawit Chailimpamontri					
Approved	274,707,210	votes	equivalent to	99.99 percent	
Disapproved	966	votes	equivalent to	0.0 percent	
Abstained	40,000	votes	equivalent to	0.01 percent	

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

Chairman proposed the meeting to consider and approve the director's remuneration for the year 2018 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 2018 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 2018, 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 2018 as proposed by the majority voted as follows;

Approved	274,748,176	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0.0 percent
Abstained	0	votes	equivalent to	0.0 percent

Agenda 12 To consider and approve the appointment of the Company's auditor and fix audit fee.

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 2018, namely.

- Mr. Somchid Tiatragul, CPA. No. 2785 and/or

- Miss Kanyanat Sriratchatchaval, CPA. No. 6549 and/or
- Ms. Sansanee Poolsawat, CPA. No. 6977 and/or
- Mr. Teerasak Chuasrisakul, CPA. No. 6624 and/or
- Mr. Narin Churamongkol, CPA. No. 8593

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 2018 in the amount of Baht 1,800,000 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. One there's no further questions; Chairman invited the meeting 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 2018 and approved the audit fee as proposed by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

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

The Chairman appointed Gen. Phairat Phoubon to inform to the Meetings that 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 wish to 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
<p>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.</p>	<p>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.</p> <p>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 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</p>

Current	New
	related to the teleconference, including any amendments thereof."
<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 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>

Current	New
	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."

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.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. One there's no further questions; Chairman invited the meeting to vote.

Resolution: The Meeting approved amendment of the Company's Articles of Association Clause 26 and Clause 36 as proposed by the unanimous votes as follows;

Approved	274,748,176	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 14 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.

There was no other business. Chairman thereby declared the 2018 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 2018 at 12.30 hours.

Signature.....Chairman of the Meeting
(Dr. Kanchit Singсуwan)

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

Profile of the Retired Directors being proposed for re-election

1. Name *Mr. Surapon Satimanont*
Director / Chairman of Audit Committee

Age 58 years **National** Thai



Education Background

- MBA, Webster University, USA
- Master of Laws (LL.M.), Howard University School of Law, USA
- Master of Laws (LL.M.), Southern Methodist University, USA
- Director Certification Program (DCP) 40/2004 from Thai Institute of Directors
- Anti - Corruption for Executive , July 2014 from Thai Institute of Directors

Experience

1. Listed companies

- 2007 - present Director and Chairman of Audit Committee, 2S Metal Public Co., Ltd.
- 2002 - present Director and Audit Committee, Ratchthani Leasing Public Co., Ltd.
- 2006 - present Director and Audit Committee, Baan Rock Garden Public Co., Ltd.

2. Non-Listed companies

- 2015 - present Director, Amethyst Asia Focused Fund
- 2015 – present Director and Audit Committee, Sumitomo Mitsui Trust (Thailand) Bank PLC.
- 2017 – present Director, Audit Committee, Hybrid Energy Co.,Ltd.
- 2018 – present Director, S & Manont Limited.
- 2018 – present Director and Audit Committee, JSSR group Company Limited.

Tenure of Directorship

11 years (Since 15 November 2007)

Shareholding (as of 20 February 2019)

- none - (Accounted for -% 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
Independent 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 *Miss Boonsri Panyapiamsak*

Director / Executive Director

Age 55 years

National Thai

Education Background

- High vocational Certificate, Technological and Vocational College, Southern Technical Campus
- Director Accreditation Program (DAP) 75/2008 from Thai Institute of Directors



Experience

1. Listed companies

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

2. Non-Listed companies

2011 - present Director and Executive committee, Neastern Steel Co., Ltd.

2015 - present Director, Grand Steel Pipe Co., Ltd.

Tenure of Directorship

11 years (Since 15 November 2007)

Shareholding (as of 20 February 2019)

13,875,550 shares (Accounted for 3.08% of the total paid up capital)

Number of Attendance the Meeting for the year 2018

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 *Mr. Preeda Wongsathitporn*

Director

Age 62 years

National Thai

Education Background

- WattanaColledge
- Director Accreditation Program (DAP) 92/2011 from Thai Institute of Directors

Experience

1. Listed companies

2011 - present Director, 2S Metal Public Co., Ltd.

2. Non-Listed companies

2006 - present Authorized Director, Tor. Vijjbulsin Woods Co., Ltd.

2006 - present Authorized Director, Thanapol Laminate Co., Ltd.

2006 - present Authorized Director, ChaivasithParawood (2002) Co., Ltd

2008 – present Director, Neastern Steel Co., Ltd.



Tenure of Directorship

7 years (Since 10 August 2011)

Shareholding (as of 20 February 2019)

20,157,449 shares (Accounted for 4.48% of the total paid up capital)

Number of Attendance the Meeting for the year 2018

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 –

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 2019 as following;

- | | |
|-----------------------------------|--|
| 1. Mr. Somkid Taitragul | Certified Public Auditor No. 2785 and/or
(has been the auditor since 2017-18) |
| 2. Miss Kanyanut Sriratchatchaval | Certified Public Auditor No. 6549 and/or |
| 3. Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 and/or
(has been the auditor since 2014) |
| 4. 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	2018	2019 (being propose)
Reviewed and Audited for the Company	1,800,000	1,845,000
Quarter reviewed and annual audit subsidiary	580,000	580,000
Total	2,380,000	2,425,000

2. The above Auditors 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

หนังสือมอบฉันทะ (แบบ ก.)
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

เขียนที่.....

วันที่.....เดือน.....พ.ศ.

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
จังหวัด.....รหัสไปรษณีย์.....

(2) เป็นผู้ถือหุ้นของบริษัท 2 เอส เมทิล จำกัด (มหาชน)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....
เสียง ดังนี้
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

(3) ขอมอบฉันทะให้ ☐ 1.อายุ.....ปี

โปรดกา
เครื่องหมาย
หน้าชื่อผู้รับ
มอบฉันทะ
เพียงชื่อเดียว

อยู่บ้านเลขที่..... ถนน ตำบล/แขวง
อำเภอ/เขต จังหวัดรหัสไปรษณีย์.....

หรือ ☐ 2. พลเอกไพรัช โพธิ์อุบล กรรมการอิสระ อายุ 62 ปี
บ้านเลขที่ 55/19 หมู่บ้านกลางเมืองเดอะปารีส ซ.3, ถ.กำแพงเพชร6, ลาดยาว เขต
จตุจักร กรุงเทพฯ 10900

หรือ ☐ 3. นางจินตนา เตชะมนตรีกุล กรรมการตรวจสอบ / กรรมการอิสระ อายุ 64 ปี
บ้านเลขที่ 84/37 ถนนนนทรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้นประจำปี 2562 วันพุธที่ 24 เมษายน 2562 เวลา 10.30 น. ณ ห้องสาทร1, อาคารคิวเฮาส์ ลุมพินี ชั้น
4, เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่
อื่นด้วย

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....พยาน ลงชื่อ.....พยาน
(.....) (.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Duty Stamp
20 Baht

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. Pol, Gen. Phairat Phoubon, Independent Director / Audit Committee. Age 62 years

Residing at 55/19 Klang Muang The Paris Villedge, Kumpeangpeth Rd., Lad-yao,, Jatujak District,
Bangkok 10900

☐ 3. Mrs. Chintana Techamontrikul, Independent Director / Audit Committee. Age 64 years

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

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 2019 on 24th April, 2019 at 10.30 a.m. At Sathorn 1 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 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 2 To consider and acknowledge the Company's operating results for the fiscal 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

Please check
the only box –
you wish to
appoint.

Agenda 3 To consider and approve the Company's financial statement 2018, for the fiscal year ended 31 December 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 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 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. Surapon Satimanont
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Miss Boonsri Panyapiamsak
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Mr. Preeda Wongsathitporn i
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve director's remuneration for year 2019

- ☐ (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 the appointment of auditor and determination of the audit fee of 2019

- ☐ (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 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

หนังสือมอบฉันทะ (แบบ ค.) (แบบที่ใช้กรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ
และแต่งตั้ง คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้น)

เขียนที่.....

วันที่.....เดือน.....พ.ศ.

- (1) ข้าพเจ้า.....สำนักงานตั้งอยู่บ้านเลขที่.....ถนน.....
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

ซึ่งเป็นผู้ถือหุ้นของบริษัท 2 เอส เมทิล จำกัด (มหาชน)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

- (2) ขอมอบฉันทะให้ ☐ 1.อายุ.....ปี

อยู่บ้านเลขที่..... ถนน

อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

หรือ ☐ 2. พลเอกไพรัช โพธิ์บุบผา กรรมการอิสระ อายุ 62 ปี

บ้านเลขที่ 55/19 หมู่บ้านกลางเมืองเดอะปารีส ซ.3, ถ.กำแพงเพชร6, ลาดยาว เขตจตุจักร กรุงเทพฯ 10900

หรือ ☐ 3. นางจินตนา เตชะมนตรีกุล กรรมการตรวจสอบ / กรรมการอิสระ อายุ 63 ปี

บ้านเลขที่ 84/37 ถนนนนทรี แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
สามัญประจำปี 2562 วันพุธที่ 24 เมษายน 2562 เวลา 10.30 น. ณ ห้องสาทร1, อาคารคิวเ้าส์ ลุมพินี ชั้น 4, เลขที่ 1 ถนน
สาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

☐ มอบฉันทะบางส่วน คือ

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี ดังนี้

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานบริษัทในรอบปี 2561

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

โปรดกา
เครื่องหมาย
หน้าชื่อผู้รับ
มอบฉันทะ
เพียงข้อเดียว

วาระที่ 3 พิจารณานุมัติงบประมาณประจำปี 2561 สำหรับรอบบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการจ่ายปันผล

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ การแต่งตั้งกรรมการทั้งหมด
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
1. นายสุรพล สติมานนท์ กลับเข้าดำรงตำแหน่งกรรมการอีกวาระ
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
2. นางสาวบุญศรี ปัญญาเปี่ยมศักดิ์ กลับเข้าดำรงตำแหน่งกรรมการอีกวาระ
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
3. นายปรีดา วงศ์สถิตพร กลับเข้าดำรงตำแหน่งกรรมการอีกวาระ
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการสำหรับปี 2562

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2562

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง ลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

ลงชื่อ.....พยาน
(.....)

ลงชื่อ.....พยาน
(.....)

หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
- ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ค. ตามแนบ

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท 2 เอส เมทัล จำกัด (มหาชน)

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2562 วันพุธที่ 24 เมษายน 2562 เวลา 10 ณ ห้องประชุมศาลาแดง อาคารคิวเฮาส์ ลุมพินี ชั้น 4 เลขที่ 1 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

วาระที่.....เรื่อง.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่.....เรื่อง.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่.....เรื่อง.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่.....เรื่อง.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่.....เรื่อง.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

ชื่อกรรมการ

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

ชื่อกรรมการ

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

ชื่อกรรมการ

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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 5

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 5

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 24th April 2019.

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 one-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 one-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 2018

I/We a shareholder of Southern Steel Public Company Limited, would like to request for the Annual Report of the year 2018 for the Annual General Meeting of shareholder year 2019 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