

Ref: S2_BoD003/2020

March 20th, 2020

Subject Notice of Annual General Meeting of Shareholders for the year 2020

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 2019
2. Annual Report for the year 2019 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 2019.
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 2020 will be held on Tuesday, 21 April 2020 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 2019

Fact and reason The 2019 Annual General Meeting of Shareholders had been held on 24th April 2019. 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 2019, dated April 24, 2019 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 2019.

Fact and reason the Company's operation and performance for the year 2019 as the details is shown in the Annual Report of 2019 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 2019.

Agenda 3 Consider and approve the Company's financial statement 2019, for the fiscal year ended 31 December 2019

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	1,766.51	1,680.83
Total Liabilities	388.84	376.69
Shareholders' Equity	1,377.67	1,304.14
Total Revenue	5,396.27	5,366.30
Net profit of the Company's shareholder	133.38	118.12
Profit per share (Baht)	0.30	0.26

Details are appeared in the Annual Report 2019 (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 2019 as appeared in the Annual Report 2019 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 2019, the Company's separate net profit was Bt.

118.122 million. Hence, the Board of Directors wish to propose the shareholders meeting to allocation of dividend for the year 2019 at Baht 0.14 per share with an amount not exceeding Baht 63.0 million, representing a dividend payout ratio of 53.33% from the Company's separate financial statement of the year 2019. 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. 3/2019 held on August 14th, 2019 resolved to pay an interim dividend in cash from the Company's performance in the first half of 2019 (January 1st, - June 30th, 2019) at the rate of Baht 0.07 per share, equivalent to approximately Baht 31.5 million. The interim dividend was paid on September 12th, 2019. 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 2019 (July 1st, - December 31st, 2019)

Information for comparison with the dividend distribution in previous years

Details	2019 (proposing)	2018	2017
- Net Profit under the Company's separate financial Statement	118.12	104.22	276.73
- Number of shares entitled to dividends (Million Shares)	450	450	400
- Basic profit per share (Baht/share)	0.26	0.23	0.69
- Dividend payable per share (Baht/share)	0.14	0.14	0.2850
- Total dividend payable (million Baht)	63.0	63.0	114.0
- Dividend payout (%)	53.33	60.45	41.20

Opinion of the Board of Directors The Board considered and concluded that the shareholders Meeting should approve to allocation of dividend for the year 2019 at Baht 0.14 per share with an amount not exceeding Baht 63.0 million, representing a dividend payout ratio of 53.33% from the Company's separate financial statement of the year 2019 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, 2019 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 March 20th, 2020, and the dividend will be paid on May 19th, 2020.

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. Dr. Kanchit Singsuwan | Chairman, Independent and Audit committee |
| b. Mrs. Chintana Techamontrikul | Independent Director, Audit committee and Nomination & Remuneration committee |
| c. Mr. Tanatat Chawaldit | Director |

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from 16 December, 2019 to 31 January, 2020. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2020 dated on 26 February 2020 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 2020

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 2020 in the total amount not exceeding Baht 4.0 Million (excluded Executive directors)

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

	Chairman	Chairman of Audit Committee /Nomination and Remuneration	Director
Salary	50,000	30,000	30,000
Attendance fees	15,000	20,000	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 2020 (excluded the Executive directors) at the same rate of year 2019 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 Sriratchatchaval, CPA. No. 6549 and/or Mr. Teerasak Chuasrisakul, CPA. No. 6624 and/or Mr. Narin Churamongkol, CPA. No. 8593 and/or Miss Saranya Akharamahaphanit, CPA. No. 9919 and/or Miss Amornjid Baolorpet, CPA. No. 10853 from Grant Thornton Limited to be the Company's auditors for the year 2020 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 2020 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 20 March 2019.

Yours sincerely,

(Dr. Kanchit Singsuwan)
Chairman

Guideline for attending the Meeting of Shareholders

The circumstances of the Corona virus ("COVID-19")

The Company's concerned to the shareholders' healthy, therefore please be informed the guidelines for preventing and controlling COVID-19 according to Notifications of Ministry of Public Health as following guidelines;

1. The Attendees who are in a risk condition such as recently traveled from high risk countries or who has fever with respiratory symptoms unnormal breathing. Please kindly appoint the Independent Directors whose name appeared on the Proxy and mail to address as details on Attachment 9
2. In case who are in risk at the check point in front of the meeting room. The Company will deny their entry the meeting room which they can appoint Independent Director or another instead.

Further information, please contact to the Office of the Board of Directors
Tel : +66 2 6103883, email : pornnica@ss.co.th

The Company wish to thank you for you cooperation and apologizes for any inconvenience.

The Minutes of the Annual General Meeting of Shareholders 2019
2S Metal Public Company Limited

Date time and Place

The Meeting was held on 24th April, 2019 at 10.30 a.m. at the Sathorn I, 4th floor, Q-House Lumpini, No. 1 South Sathorn Road, Tungmahamek, Sathorn, Bangkok

Company's Director Present	Accounting 100% of total Directors
1. Dr. Kunchit Singsuwan	Chairman and Audit 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
5. Mrs. Chintana Techamontrikul	Director and Audit Committee/ Independent Director / Nomination and Remuneration Committee
6. Ms. Bunsri Panyapiamsak	Director / Executive Director and CFO
7. Mr. Tanatat Chawaldit	Director
8. Mr. Preeda Wongsathitporn	Director
9. Gen. Phairat Phoubon	Independent Director / Nomination and Remuneration Committee
10. Mr. Worwit Chailimpamontri	Independent Director / Nomination and Remuneration Committee

Another Attendance

1. Mr. Pakorn Onkeaw	Accounting Manager, 2S Metal Plc.
2. Mr. Somkid Tiatrakul	Auditor, Grant Thornton Co.,Ltd.

Preliminary Proceedings

Mr. Pakorn Onkaew, (The speaker of the Meeting) informed the meeting that there were shareholders attended 29 persons, representing 173,195,950 shares and proxies attended 30 persons, representing 130,031,801 shares which both represented 303,227,751 shares or 67.4% of the total paid-up capital. Thus, a quorum of the Meeting was constituted in accordance with the Company's Articles of Association Section 38. The speaker introduced the Board of Directors, the Audit Committee and the Company's auditor to the meeting and informed voting method for each agenda as follows;

1. In casting a vote, one share is entitled to one vote.
2. At the end of the report in each agenda the Chairman would invite the Meeting to vote. Those who "disapproved" or "abstained" should raise their hands and officers would collect the "disapproved" and "abstained" voting cards, which shall completely inform. The Company would deduct the "disapproved" and "abstained" votes from the total votes and count the votes for information of the Meeting.
3. Any shareholder having any comment or question should raise his/her hand and give his/her name-surname and make the comment or question for the Meeting to take note thereof

and respond thereto. If any shareholder had other comment and question not falling under the agenda, he/she should raise it under the other matters agenda 8.

The speaker informed the Meeting that On December 24, 2018 – January 31, 2019, the Company had invited shareholders to propose agendas for the Annual General Meeting of Shareholders for the year 2019 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 Singсуwan, 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 2018.

The Chairman informed to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2018 dated on 4th April, 2018 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 2018 with the following votes.

Approved	303,227,751	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 2018.

The Chairman proposed the meeting to consider and acknowledge the Company's Operating Report year 2018 as appear in the Annual Report which had been distributed to shareholders together with the Notice of the Meeting, then appointed Mr. Sangrung Nitipawachon to report to the Meeting as summarized followings;

- Total revenues from sales were Bt. 5,449.51 million, increased from 2017, 20.47%, The quantity of sales has slightly increased by 13.07% and the average sales price per ton has slightly increased 6.54%.

- Revenue Structure consists of 2 main lines ; The formed steel with Baht 3,812 million, or 76% and trading steel with Baht 1,535 million or 24% of total revenues from Sales. Which the formed steel has increased to 10.17% while steel for trading has decreased to 50.5% when compared to the same period of year 2017.

- Cost of goods sold was Bt. 5,092 million, representing 93.4% of total Revenues. These increased from 87.6% of year 2017 due to unable making margin between sale price and raw material as high competition.

- Gross Margin was Bt. 357.49 million or 6.45% , decreased from year 2017 which has gross margin 12.36% due to high competition and market price was declined in Q3-Q4 while the raw material costs higher than market price.

- Selling Expenses was Bt. 131.34 million which increased BT.24.83 million or 23.4%. Due to the transportation costs increased Bt.21.52 million as quantity of Sales

Further the performance of operation, Mr. Sangrung Nitipawachon informed the progress of Applying Anti-Corruption project that Company has complied follow the guidelines of Certificate also adaptation of the operating control systems, wish to submit to the CAC by May 2019.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. 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 2018 as reported by Managing Director.

Before the meeting to continuous considers agenda 3, the speaker of the meeting announced to the meeting that there were further quorums attended, which totaling shareholders attended 32 persons and proxies attended 30persons, representing 303,273781 shares.

Agenda 3 To consider and approve financial statements for the year ended 31st December 2018.

The Chairman proposed the meeting to consider and approve the Audited Financial Statements for the year ended December 31st, 2018, then appointed Mr. Suraphon Satimanont to inform the Meetings

In Compliance with the Public Companies Limited Act B.E. 2535 (as amended), the Company must prepare financial statements for the Year Ended 31 December 2018 to the Company Shareholders to consider and approve. The financial statement was audited by Mr. Somkid Tiatrakul CPA. 2785, the Company auditor from Grant Thornton Co.,Ltd. and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approve. The financial statement was shown on the Annual Report which is sent to shareholders together with the Notice of this Meeting (attachment 2)

Accounting Manager informed the Meeting as summarized followings;

- Statements of Financial Position

	Y 2018 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M.Baht	%
Total assests	1,857.46	1,929.31	(71.8)	-3.7%
<u>Total Current Assests</u>	1,267.38	1,384.34	(117.0)	-8.4%
Trade accounts receivable and Other receivable	353.92	316.44	37.5	11.8%
Inventory - net	632.01	760.60	(12.6)	-16.9%
<u>Non – Current Assest</u>	590.08	544.97	45.1	8.3%
Property, plant and equipment – net	546.01	501.01	45.0	9.0%
Other non – current asset	44.07	43.96	0.1	0.3%
Total Liabilities	543.27	649.00	(105.7)	-16.3%
Current Liabilities	510.33	615.54	(105.2)	-17.1%
Non - Current Liabilities	32.93	33.46	(0.5)	-1.6%

	Y 2018 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Debt to Equity ratio (As)	0.41	0.51		
Shareholders' Equity	1,351.9	1,280.3	71.6	5.6%
Issued and paid- up share capital	450	400	50	12.5%
Retained earnings	714.62	730.57	(16.0)	-2.2%
Others	151.27	151.27	-	-
Non-controlling interests	(1.70)	(1.53)	(0.2)	11.1%
P/BV Ratio (Baht)	2.92	3.20		

- Statement of Comprehensive Income

	Y 2018 (M. Baht)	Y 2017 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Revenue from Sales	5,449.51	4,523.72	925.79	20.5%
Total Revenue	5,462.98	4,539.01	923.97	20.4%
Cost of sales	5,092.02	3,964.78	1,127.24	28.4%
Selling and Administrative expenses	225.19	204.54	20.65	10.1%
Financial costs	15.82	16.64	-0.82	-4.9%
Income before income Tax	129.31	353.05	-223.74	-63.4%
<u>Corporate Income Tax</u>	23.93	68.36	-44.43	-65.0%
Net income	105.38	284.69	-179.31	-63.0%

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, 2018 by the unanimous votes as follows;

Approved	303,273,781	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, the speaker of the meeting announced to the meeting that there were further quorums attended, which totaling shareholders attended 33 persons and proxies attended 31 persons, representing 303,316,281 shares.

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

The Chairman proposed the meeting to consider and approve allocation of dividend for the year 2018 then appointed Mr. Sombat Leeswadtrakul to inform the Meeting.

According to the Company's Dividend payment policy, the Company has a the policy to pay a dividend at the rate of at least 40% of net profit after corporate income tax of the Company's Financial Statements and after statutory reserve and another reserve as specified by

the Company. Such dividend payment may change subject to the Company's financial position, operating performance, investment plan, and other factors considered the necessity and appropriate in the future and as deemed proper by its Board of Directors and/or the Shareholders' meeting.

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. Therefore, 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)

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

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 2018 as the above following details by the unanimous votes as follows;

Approved	303,316,281	votes	equivalent to 100.0 percent
Disapproved	0	votes	equivalent to 0 percent
Abstained	0	votes	equivalent to 0 percent

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

The Chairman appointed Gen. Phairat Phoubon, 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. 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 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. 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).

Mr. Songphon Phongpattanakarnj : According to Thai Investors Association (TIA) would disapprove for Independent directors whos tenure over 9 years. What would the Board has an idea?

Gen. Phairat Phoubon : Mr. Suraphon has been independent director more 9 years but he has plenary qualified of director and also comment unconcealed in the Board's meeting.

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. Surapon Satimanont

Approved	303,316,026	votes	equivalent to	100.00 percent
Disapproved	255	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Miss Bunsri Panyapiamsak (holding 13,875,000 shares)

Approved	289,440,731	votes	equivalent to	100.00 percent
Disapproved	0	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Mr. Preeda Wongsatitporn (holding 20,157,449 shares)

Approved	283,158,832	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0.00 percent

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

Chairman proposed the meeting to consider and approve the director's remuneration for the year 2019 and appointed Gen. Phairat Phoubon, 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 2019 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 2019, 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 2019 as proposed by the majority voted as follows;

Approved	303,316,581	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0.0 percent
Abstained	0	votes	equivalent to	0.0 percent

Agenda 7 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 2019, 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 2019 in the amount of Baht 1,845,000 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 2019 and approved the audit fee as proposed by the unanimous votes as follows;

Approved	303,316,581	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0 percent

Agenda 8 Other matters (if any)

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 2019 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 2019 at 11.40 hours.

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

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

รายงานประจำปี 2561

Annual Report 2018



Resume of the Retired Directors being proposed for re-election

1. Name *Dr. Kanchit Singсуwan*
Chairman / Audit Committee / Independent Director

Age 57 years **National** Thai



Education Background

- @ Doctoral degree in International Business Administration, United States International University, USA
- @ Bachelor of Laws, Chulalongkorn University, Thailand
- @ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors
- @ Executive Development Program (EDP) #8/2012, Fiscal Policy Research Institute Foundation.
- @ CEO #1/2013, Leadership Succession Program (LSP), Institute of Research and Development for Public Enterprises
- @ LED 1-4, Singapore Institute of Directors

Experience

1. Listed companies

- 2007 - present Chairman and Audit Committee, 2S Metal Public Co., Ltd.
- 2019 - present Independent Director, Nautic AWT Public Co., Ltd. (SGX_Catalist Exchange)
- 2020 - present Chairman and Chairman of Audit Committee, Yong Thai Public Co., Ltd.

2. Non-Listed companies

- 2017 - present Managing Director, Baupost Associates Co.,Ltd.
- 2017 - 2019 Managing Director, Upventure Co.,Ltd.
- 2016 - 2017 Managing Director, EEGC Waste Management Corp.,Ltd
- 2016 - 2017 Acting Deputy Managing Director, Sajja Insurance Public Co., Ltd.

Tenure of Directorship

12 years (Since 15 November 2007)
Accumulating the re-elected 15 years

Shareholding (as of 20 February 2020)

- none - (Accounted for -% of the total paid up capital)

Number of Attendance the Meeting for the year 2019

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	4 of 4 times
Audit Committee Meeting	4 of 4 times
Nomination and Remuneration Meeting	- of - times
Independent Director Meeting	2 / 2 times

Proposed as Director and Independent Director (the qualification of Independent director appeared on the attachment 6)

Extra Interest

- None -

Direct or Indirect conflict of interest with the

- None -

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

Resume of the Retired Directors being proposed for re-election

2. Name *Mrs. ChintanaTechamontrikul*

Independent Director / Audit Committee / Nomination & Remuneration Committee

Age 61 years

National Thai

Education

- @ MBA (Finance), Kasetsart University, Thailand
- @ MBA, University of the Thai Chamber of Commerce, Thailand
- @ M.A. (Economic law), Faculty of Law, Chulalongkorn University, Thailand
- @ Director Certification Program (DCP) 4/2000 from Thai Institute of Directors



Experience

1. Listed companies

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

2. Non-Listed companies

1993 - present Managing Director, C&A Auditing

2018 - present Independent Director, Chairman of Audit Committee, JSSR Group Co.,Ltd.

Tenure of Directorship

12 years (Since 15 November 2007)

Accumulating the re-elected 15 years

Shareholding (as of 20 February 2020)

- none - (Accounted for -% of the total paid up capital)

Number of Attendance the Meeting for the year 2019

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	4 of 4 times
Audit Committee Meeting	4 of 4 times
Nomination and Remuneration Meeting	2 / 2 times
Independent Director Meeting	2 / 2 times

Proposed as

Director and Independent Director (the qualification of Independent director appeared on the attachment 6)

Extra Interest

- None -

Direct or Indirect conflict of interest with the

- None -

Company or the Subsidiary as the contract party

Family Relationship with the other directors

- None -

Criminal Record for dishonest action on asset

- None -

Other activities that may cause a conflict of interest

- None -

Properties prohibited by the Companies Act

- None -

Resume of the Retired Directors being proposed for re-election

3. Name *Mr. Tanatat Chavaldit*

Director

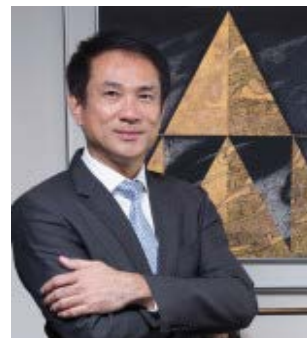
Age 52 years

National Thai

Education

@ MBA, Sasin Graduate Institute of Business Administration,
Chulalongkorn University

@ Director Accreditation Program (DAP) 68/2008 from Thai Institute of Directors



Experience

1. Listed companies

2008 - present Director, 2S Metal Public Co., Ltd.

2. Non-Listed companies

2002 - present Director, Relax Comfort Co., Ltd.

2001 - present Director and Vice President, Golden (Thai) Teak Co., Ltd.

2001 - present Director and Vice President, SB Furniture Houses Co., Ltd.

2001 - present Director and Vice President, SB Furniture Industry Co., Ltd.

2001 - 2016 Director, GTT Marketing Co., Ltd.

2004 - 2016 Director, Royal Home Development Co., Ltd

Tenure of Directorship

12 years (Since 15 November 2007)

Accumulating the re-elected 15 years

Shareholding (as of 20 February 2020)

12,150,308 shares (2.70% of the total paid up capital)

Number of Attendance the Meeting for the year 2019

Shareholders Meeting 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 - Yes -

Properties prohibited by the Companies Act - None -

Preliminary information of the Company's Auditor

Board of Director's Opinion

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

The Board of Director wish to propose the Annual General Meeting of shareholder to consider and approve appoint auditors from Grant Thornton Co., Ltd. to be the Company's Auditor for year 2020 as following;

- | | |
|-----------------------------------|--|
| 1. Mr. Somkid Taitragul | Certified Public Auditor No. 2785 and/or
(has been the auditor since 2017-19) |
| 2. Miss Kanyanut Sriratchachaval | Certified Public Auditor No. 6549 and/or |
| 3. Mr. Teerasak Chuasrisakul | Certified Public Auditor No. 6624 and/or
(has been the auditor 2013) |
| 4. Mr. Narin Juramongkol | Certified Public Auditor No. 8593 |
| 5. Miss Saranya Akharamahaphanit, | Certified Public Auditor No. 9919 and/or |
| 6. Miss Amornjid Baolorpet, | Certified Public Auditor No. 10853 |

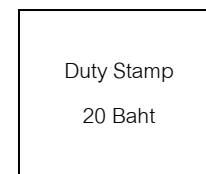
The above Auditors have no relationship or no conflict of interest with the Company, the Subsidiary, associated companies, executives, major shareholders, or persons who are related to those people

And the audit fee for 2020 is set at Bt. 1,845,000 (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	2020 (being propose)	2019
Reviewed and Audited for the Company	1,845,000	1,845,000
Quarter reviewed and annual audit subsidiary	580,000	580,000
Total	2,425,000	2,425,000



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 / Age 63 years

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

3. Mr. Worwit Chailimpamontri, Independent Director. Age 50 years

Residing at 308/20-21 Phayanark Rd., Siyeak Mahanark, Dusit District, Bangkok 10300

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 2020 on 21st April, 2020 at 10.30 a.m. At Sathorn I room, 4th floor Q-House Lumpini no. 1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok or such other date, time and place as the meeting may be adjourned.

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

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 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 2 To consider and acknowledge the Company's operating results for the fiscal 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

Please check the only box – you wish to appoint.

Agenda 3 To consider and approve the Company's financial statement 2019, for the fiscal year ended 31 December 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 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. Dr. Kanchit Singsuwan
- Approve Disapprove Abstain
2. Mrs. Chintana Techamontrikul
- Approve Disapprove Abstain
3. Mr. Tanatat Chawaldit
- Approve Disapprove Abstain

Agenda 6 To consider and approve director's remuneration for year 2020

- (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 2020

- (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

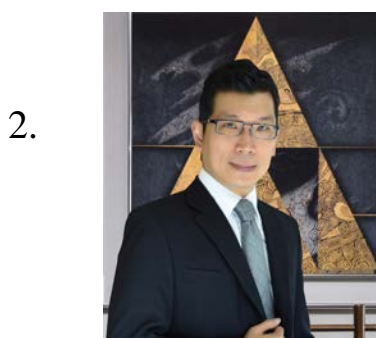
1. A shareholder shall appoint only on proxy to attend and vote at the meeting. The number of shares held by a shareholder can not divide into several portions to more than one proxy in order to divide the votes.
2. In Agenda of Directors' election, a proxy can vote all directors or each director.
3. 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

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



Name : Gen. Phairat Phoubon
Position : Independent Director / Audit
Age : 56 Years
Address : 170/44 Sukumvit 23 (Prasarnmit), Khoing tan
 Nuea, Watthana District, Bangkok 10110
Shareholding (as of 20 February 2020) -None-

Interest in the Agenda considered : Agenda 6



Name : Mr. Worwit Chailimpamontri
Position : Independent Director
Age : 50 Years
Address : 308/20-21 Phayanark Rd., Siyeak Mahanark, Dusit District,
 Bangkok 10300
Shareholding (as of 20 February 2020) -None-

Interest in the Agenda considered : Agenda 6

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 21st April 2020.

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 2019

Date

Subject Request for the Annual Report of the year 2019

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