

Ref: S2_BoD003/2021

Mar 19th, 2021

Subject Notice of Annual General Meeting of Shareholders for the year 2021

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 2020
2. Annual Report for the year 2020 (scan the QR Code channel for download information)
3. Profile of directors who retired by rotation and proposed to be reelected.
4. Information on Auditor's profile for year 2021 and remunerate information.
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. Map of the place to attend the Annual General Meeting.
10. Safety protocols for the Shareholders' Meeting during the outbreak of the novel Corona Virus 2019 (COVID-19) and Screening questionnaire.

The Board of Directors' Meeting of 2S Metal Public company Limited has resolved that the Annual General Meeting of Shareholders 2021 will be held on Wednesday, 21 April 2021 at 10.30 at Sathorn 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 2020

Fact and reason The Annual General Meeting of Shareholders of 2020 had been held on June 25th, 2020. The Company has prepared the Minutes of the meeting and disclosed through SET's system for the shareholder to review within 14 days from the date of the meeting and published on the Company's website also. A copy of the minutes is attached in (attachment 1)

Opinion of the Board of Directors The minutes of Annual General Meeting of Shareholders for year 2020, dated June 25th, 2020 was properly and accurately recorded. Therefore, it is proposed that the shareholders certify such minutes.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 2 To consider and acknowledge the Company's operating results for the fiscal year 2020.

Fact and reason the Company's operation and performance for the year 2020, the details is shown in the Annual Report of 2020. The shareholders can download information by scan QR Code on the Notice of the 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 2020.

Vote required This agenda is for acknowledgement; therefore, the votes are not be required.

Agenda 3 Consider and approve the Company's financial statement 2020, for the fiscal year ended 31 December 2020

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 December 31st 2020 to the Shareholders' Meeting approve of each fiscal year. The financial statement was audited by the auditor from Grant Thornton Co.,Ltd. and reviewed by the Audit Committee. A summary of the significant financial status and operating results is shown in the table below:

(Unit: Million Baht)

Year 2020	Consolidated Financial	Separate Financial
Total Asset	2,204.94	2,163.27
Total Liabilities	449.33	511.73
Shareholders' Equity	1,757.48	1,651.54
Total Revenue	5,603.03	5,543.28
Net profit of the Company's shareholder	410.16	378.90
Profit per share (Baht)	0.91	0.84

* Details are appeared in the Financial Statement section of Annual Report 2020 by (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 2020 which was audited by the auditor from Grant Thornton Co.,Ltd. and reviewed by the Audit Committee.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

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 of year 2020, the Company's separate net profit was Bt. 378.9 million. Hence, the Board of Directors wish to wish to propose the shareholders meeting to consider and approve the allocation of net profit from non-BOI business operation for the year 2020 as details below;

1. To allocate the legal reserve in amount Baht 5,000,000 for support the increasing capital this time, representing 1.32% of the Company's separate net profit, totaling Baht 50.0 million completely legal reserve.

2. To allocation of dividend for the year for the year 2020 at Baht 0.3611 per share with an amount not exceeding Baht 162.50 million, representing a dividend payout ratio of 42.9% from the Company's separate financial statement of the year 2020. 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, the details are as follows;
- 2.1 Paid stock dividend by ordinary shares in the ratio of 9 existing shares per 1 stock dividend at par value of Baht 1 per share, which total not more than 49,999,900 shares, equivalent Baht 0.1111 per share or the amount not exceed Baht 49,999,900.
- 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 0.1111 per share.
- 2.2 The cash dividend of Baht 0.25 per share or equivalent to an amount not exceed Baht 112,499,773.75. (Such the fraction of the stock dividend as 2.2.1 that will be paid cash instead – The cash dividend may expand more Baht 112,499,773.75. But the total amount of both dividends will not exceeding Baht 162.50 million).

The dividend payment on 2.21) and 2.2) can be summarized as follows:

	Baht per share
Stock dividend (9 existing share : 1 stock dividend)	0.1111
Cash dividend	0.2500
Total dividend payment	0.3611
Less : withholding tax (10%)	(0.0361)
Remaining	0.3250
Divided to:	
Stock dividend (9 existing share : 1 stock dividend)	0.1111
Cash dividend	0.2139

Therefore, 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.

Information for comparison with the dividend distribution in previous years

Details	2019	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 allocation of net profit and dividend payment for the year for the year 2020 at Baht 0.3611 per share with an amount not exceeding Baht 162.50 million, representing a dividend payout ratio of 42.9% from the Company's separate financial statement of the year 2020 as the above details. 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. The rate of

dividend payout is conforms to the policy of the dividend distribution of the Company. And set the right to receive the dividend (Record Date) will be on April 29th, 2021, and the dividend will be paid on May 20th, 2021.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 5 To consider and approve the decreasing of the company's registered capital from Baht 549,999,244 to Baht 449,999,095 by eliminating 100,000,149 shares at par value of Baht 1 per share

Fact and reason : According to the resolution of AGM 2018 dated 4 April 2018 approved to pay the stock dividend to the existing shareholders in the ratio 8 existing ordinary shares per 1 stock dividend or the total 99,999,917 shares. The result of allocating the stock dividend had 624 shares remaining and the resolution of AGM 2017 dated 26 April 2017 approved to increasing registered capital for supporting the issuance of warrants to purchase ordinary shares of the Company no.1 (2S-W1) 99,999,990 shares. Throughout the term of warrant, there were exercised to ordinary share at total of 295 shares and the warrant 2S-W1 has been expired since May 30th 2019.

Thus, the Board of Director wish to proposed the shareholders meeting to approve the capital decrease from the existing registered capital of Baht 549,999,244 to be the new registered capital of Baht 449,999,095 by eliminating non allotment of 100,000,149 shares at par value of Baht 1 per share, consisting of 454 ordinary shares which remaining from supporting the stock dividend payment according to the resolution of AGM 2018 and 99,999,695 ordinary shares reserved for the exercise of 2S-W1 which has been expired and delisted since 30 May 2019.

Opinion of the Board of Directors the shareholders Meeting should approve the capital decrease from the existing registered capital of Baht 549,999,244 to be the new registered capital of Baht 449,999,095 by eliminating non allotment of 100,000,149 shares at par value of Baht 1 per share, consisting of 454 ordinary shares which remaining from supporting the stock dividend payment according to the resolution of AGM 2018 and 99,999,695 ordinary shares reserved for the exercise of 2S-W1 which has been expired.

Vote required This agenda must be passed by a vote of not less than three-fourths of the total votes of the shareholder who attend the meeting and cast their votes

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

Fact and reason : According to the capital decrease in the agenda 5, the board of director wish to propose the approval to amend the Company's Memorandum of Association Clause 4 as per following details:

"Clause 4	Registered capital	449,999,095	Baht (Four hundred forty nine million nine hundred ninety nine thousand and ninety five Baht)
	Divided into	449,999,095	Shares (Four hundred forty nine million nine hundred ninety nine thousand and ninety five shares)
	Par value of	1	Baht (One Baht)
	<u>Which is classified into</u>		
	Ordinary shares	449,999,095	Shares (Four hundred forty nine million nine hundred ninety nine thousand and ninety five shares)
	Preference shares	-	Share (Zero share)"

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

Vote required This agenda must be passed by a vote of not less than three-fourths of the total votes of the shareholder who attend the meeting and cast their votes

Agenda 7 To consider and approve the increasing of the company's registered capital from the current of Baht 449,999,095 to Baht 499,998,995 by the issuance of 49,999,900 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 49,999,900.

Fact and reason : According to the stock dividend payment in ratio 9 existing ordinary shares per 1 stock dividend equivalent to 49,999,900 shares as agenda 4,

The board of director wish to propose the approval of capital increase from the existing registered capital of Baht 449,999,095 to be the new registered capital of Baht 499,998,995 by issuing the 49,999,900 new ordinary shares with the par value of One (1) Baht per share for supporting the stock dividend payment.

Opinion of the Board of Directors : the shareholders Meeting should approve the capital increase from the existing registered capital of Baht 449,999,095 to be the new registered capital of Baht 499,998,995 by issuing the 49,999,900 new ordinary shares with the par value of One (1) Baht per share for supporting the stock dividend payment.

Vote required This agenda must be passed by a vote of not less than three-fourths of the total votes of the shareholder who attend the meeting and cast their votes

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

Fact and reason : According to the capital increase in the agenda 7, the board of director wish to propose the approval to amend the Company's Memorandum of Association Clause 4 as per following details:

"Clause 4	Registered capital	499,998,995	Baht (Four hundred ninety nine million nine hundred ninety eight thousand and nine hundred ninety five Baht)
	Divided into	499,998,995	Shares (Four hundred ninety nine million nine hundred ninety eight thousand and nine hundred ninety five shares)
	Par value of	1	Baht (One Baht)
<u>Which is classified into</u>			
	Ordinary shares	499,998,995	Shares (Four hundred ninety nine million nine hundred ninety eight thousand and nine hundred ninety five shares)
	Preference shares	-	Share (Zero share)"

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

Vote required This agenda must be passed by a vote of not less than three-fourths of the total votes of the shareholder who attend the meeting and cast their votes

Agenda 9 To consider and approve the allotment of new ordinary shares of 49,999,900 shares at the par value of Baht 1 per share.

Fact and reason : According to the capital increase in the agenda 8, the board of director wish to propose the approval to the allotment of 49,999,900 shares with par value of Baht 1 per share for reserve the stock dividend at a ratio of 9 existing shares to 1 stock dividend.

Opinion of the Board of Directors: the shareholders Meeting should approve the allotment of 49,999,900 shares with par value of Baht 1 per share as the proposing details.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 10 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. Sombat Leeswadtrakul Director and Chief Executive Officer
- b. Mr. Sangrung Nitipawachon Director and Managing Director
- c. Gen. Phairat Phoubon Director and Independent Director
- d. Mr. Woravit Chailimpamontri 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 15 December, 2020 to 31 January, 2021. However, no shareholder nominated any person to be the Company's director.

Therefore, the resolution of the Nomination and Remuneration committee no. 1/2021 dated on 25 February 2021 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 4 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).

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 11 To consider and approve director's remuneration for the year 2021

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 2021 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 2020 through **QR Code** on the Notice of the Meeting.

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 2021 (excluded the Executive directors) at the same rate of year 2020 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.

Vote required This agenda must be passed by a vote of not less than two-thirds of the total votes of the shareholder of the shareholder who attend the meeting and cast their votes.

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 Miss Kanyanat Sriratchatchaval, CPA. No. 6549 and/or Mr. Narin Churamongkol, CPA. No. 8593 and/or Miss Luxsamee Deetrakulwattanapol CPA. No. 9056 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 2021 with the remuneration for the amount of 1,961,000 baht per year, excluded other expenses such as traveling expense, accommodation or allowance, etc., The details of preliminary information are shown in Attachment 4.

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 2021 with the remuneration for amount 1,961,000 Baht per year.

Vote required This agenda must be passed by a majority of votes of the shareholder who attend the meeting and cast their votes.

Agenda 13 To consider and approve the amendment of the Company's Objectives clause 18 and clause 25

Fact and reason In order to the Company's Objectives Clause 18 and Clause 25 have businesses that are unwilling to the Health Public policy such Liquor factory, Cigarette factory and Massage parlors. Hence, the Board of Directors propose the shareholders meeting to consider and approve to amendment of Clause 3 (Objectives) of the Company's Memorandum of Association by amend the Objectives clause 18 and clause 25 as follows.

Current	New
(18) To engage in factory of Rice mills, sawmill, planed and dried lumber, Coachwork, Porcelain and Ceramic, Vegetable oil Refining, Paper and Sack, Weaving Spinning Finishing Printing fabric, Formed and Retreading of Tire, Steel Foundry and Molded Metal, Galvanized, Instant food, Liquor, Gas, Cigarette, Sugar, Plastic ware, Rolling mills and Casting Metal, Door and Window, Glass, Drinking water, Formed rubber, Automobile assembly.	(18) To engage in factory of Rice mills, sawmill, planed and dried lumber, Coachwork, Porcelain and Ceramic, Vegetable oil Refining, Paper and Sack, Weaving Spinning Finishing Printing fabric, Formed and Retreading of Tire, Steel Foundry and Molded Metal, Galvanized, Instant food, Gas, Sugar, Plastic ware, Rolling mills and Casting Metal, Door and Window, Glass, Drinking water, Formed rubber, Automobile assembly.
(25) To engage in business of Hotel, Restaurant, Bar, Nightclub, Bowling, Massage parlors, Movie cinema and Theater, Resort, Sport Venue, Swimming Pool.	(25) To engage in business of Hotel, Restaurant, Bar, Nightclub, Bowling, Movie cinema and Theater, Resort, Sport Venue, Swimming Pool.

In addition, for the purpose of good order in effecting registration of the amendment of the Articles of Association which may require revision of words or statements in the Articles of Association in the registration documents or minutes of the shareholders meeting in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, it was deemed appropriate to delegate the authority to the Executive Committee and/or Group Chief Executive Officer and/or any person delegated by the Executive Committee and/or Group Chief Executive Officer, to amend the words or statements in documents and/or application for the purpose of registration of the amendment of the articles of association with Department of Business Development, Ministry of Commerce, including to delegate the authority to another person, forthwith without the need to seek further approval from the Board of Directors' meeting or the Shareholders' meeting.

Opinion of the Board of Directors the Board concluded that the Shareholders Meeting should approve the amendment of Clause 3 (Objectives) of the Company's Memorandum of Association by amend the Objectives clause 18 and clause 25 as the above details.

Vote required This agenda must be passed by a vote of not less than three-fourths of the total votes of the shareholder who attend the meeting and cast their votes.

Agenda 14 Other business, (if nay).

We greatly appreciate you whos name on the Record Date for the right of attendance the Meeting on 12 March, 2021 attend at the date, time and place as specified. The registration desk will be ready for shareholders to register for attend the meeting at 9:00.

However, as this Annual General Meeting of Shareholders will be held during the outbreak of Coronavirus Disease 2019 (COVID-19), the Company has deeply concerned about the safety of the meeting attendees and its staff. Therefore, the Company comply guidelines and introducing screening the preventive measures against COVID-19 as details in the **attachment 10**. The protocols involve additional processes and steps that may cause inconveniences.

For more information, please contact: The office of Board of Directors, Tel: +66-2- 0883618, or email address: pornnica@ss.co.th

Yours sincerely,

(Dr. Kanchit Singсуwan)
Chairman

The Minutes of the Annual General Meeting of Shareholders 2020
2S Metal Public Company Limited

Date time and Place

The Meeting was held on 25th June, 2020 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 Singсуwan | 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/ 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 | 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 in order to prevent and control the spread of Coronavirus Disease 2019 (COVID-19), we would like to request the shareholders and attendees to strictly comply with such measures and guideline which. Then 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. Shareholders or proxy can put vote 'Approve' or "disapproved" or "abstained" in the voting card that shall received on the registration point.
2. In casting a vote, one share is entitled to one vote.
3. 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 information. The Company would deduct the "disapproved" and "abstained" votes from the total votes and count the votes for information of the Meeting.
4. 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 9.

Afterwards, Dr. Kunchit Singсуwan, the Chairman of the Meeting, welcomed shareholders and proxies attending the meeting and informed that there were shareholders attended 19 persons, representing 156,684,512 shares and proxies attended 36 persons, representing 143,211,684 shares

which both represented 299,896,196 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 for open the Meeting.

Therefore, The Company had invited shareholders to propose agendas for the Annual General Meeting of Shareholders for the year 2021 and to nominate candidates to be elected as the Company's Board of Directors in advance as details on the Company's website during December 15th 2020 – January 31st 2021. In this regard, no shareholder had proposed the agenda, nominated candidate or submitted the question during that period. The Meeting would run agendas as following.

Agenda 1 To consider and certify of the Minutes of the Annual General Meeting of Shareholders 2019.

The Chairman informed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2019 dated on 24th April, 2019 as details on 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 2019 dated on 24th April, 2019 with the following votes.

Approved	299,896,196	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 2019.

The Chairman proposed the meeting to consider and acknowledge the Company's Operating Report year 2019 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. 5,396.27 million, decreased by 0.987% when compared to year 2018, which quantity of sales has slightly increased by 9.82% meanwhile the average sales price per ton has slightly decreased 9.83%.
- Revenue Structure consists of 2 main lines ; The formed steel with Baht 3,679 million, or 68.2% and trading steel with Baht 1,603 million or 30% of total revenues from Sales. Which the formed steel has decreased by 3.48% while steel for trading has increased by 4.41% when compared to the same period of year 2018.
- Cost of goods sold was Bt. 4,989.97 million, representing 92.47% of total Revenues. These decreased from 93.44% of year 2018 due to the decreasing of average cost of Raw Material.
- Gross profit was Bt. 406.31 million or 7.53% of total Revenues, increased from year 2018 which has gross margin 6.56% due to the average cost of Raw Material was decline as market steel price.
- Selling Expenses was Bt. 144.14 million which increased BT.12.7 million or 10.04%. Due to the transportation costs increased Bt.9.10 million as quantity of Sales
- The Administration Expenses was Bt. 99.7 million increased Bt. 5.94 million from previous year due to the reserving of employment benefit obligation.
- The Financial Cost (interest) was Bt. 11.41 million, decreased by 27.9% due to increasing of the loan from financial institutions for working capital.

Further the Company was willing to informed that we has been certified as a Private Sector that Cooperates in Combatting Corruption by Coalition Against Corruption (CAC) in the 3rd quarter of 2019 and the resulting of the last exercise 2S-W1 on May 30th 2019, there were subscription at total of 263 units exercised to ordinary share at total of 295 shares

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

Once shareholders had satisfied in the answering, Chairman informed that this agenda is for acknowledgement; therefore, the votes are not be required.

Resolution: The Meeting acknowledged the report on the Company's operating results for the fiscal year 2019 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 23 persons and proxies attended 37 persons, representing 300,118,954 shares.

Agenda 3 To consider and approve financial statements for the year ended 31st December 2019.

The Chairman proposed the meeting to consider and approve the Audited Financial Statements for the year ended December 31st, 2019, 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 2019 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). Mr. Pakorn, Manager of Accounting presented the Meeting as summarized followings;

- Statements of Financial Position

	Y 2019 (M. Baht)	Y 2018 (M. Baht)	Increased (Decreased)	
			M.Baht	%
Total assests	1,766.51	1,857.46	(90.95)	4.9%
<u>Total Current Assests</u>	1,187.55	1,267.38	(79.83)	6.3%
Trade accounts receivable and Other receivable	349.08	353.92	(4.84)	1.4%
Inventory - net	557.25	632.01	(74.76)	11.8%
<u>Non – Current Assest</u>	578.96	590.08	(11.12)	1.9%
Property, plant and equipment – net	552.03	546.01	6.02	1.1%
Other non – current asset	26.93	44.07	(17.14)	38.9%
Total Liabilities	388.84	543.27	(154.4)	28.4%
Current Liabilities	350.38	510.33	(159.9)	31.3%
Non - Current Liabilities	38.5	32.93	5.57	16.9%
Debt to Equity ratio (As)	0.28	0.41		
Shareholders' Equity	1,377.7	1,351.9	63.50	4.8%
Paid-up share capital	450	450	-	-
Retained earnings	780.95	714.62	66.33	9.3%
Others	146.71	151.27	-	-
Non-controlling interests	(1.89)	(1.70)	(0.2)	11.2%
P/BV Ratio (Baht)	3.06	2.92		

- Statement of Comprehensive Income

	Y 2019 (M. Baht)	Y 2018 (M. Baht)	Increased (Decreased)	
			M. Baht	%
Revenue from Sales	5,396.28	5,449.51	(53.23)	1.0%
Total Revenue	5,413.95	5,462.98	(49.03)	0.9%
Cost of sales	4,989.97	5,092.02	(102.1)	2.0%
Selling and Administrative expenses	144.14	225.19	12.7	9.7%
Financial costs	99.7	15.82	5.9	6.3%
Income before income Tax	10.24	129.31	9.6	1500%
<u>Corporate Income Tax</u>	11.41	23.93	(4.4)	27.9%
Net income	158.49	105.38	29.2	22.6%

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. Once shareholders had satisfied in the answering, Chairman invited the meeting to vote.

Resolution: The Meeting approved the financial statements for the year ended December 31st, 2019 by the unanimous votes as follows;

Approved	300,118,954	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0 percent

Agenda 4 To consider and and acknowledge the allocation of profit and Interim dividend payment.

The Chairman proposed the Meeting to consider and acknowledge the allocation of profit and dividend payment then appointed Mr. Sombat Leeswadtrakul to inform the Meeting.

According to the Company's Dividend payment policy, the Company has a 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.

Although, the Public Companies Limited Act B.E. 2535 (as amended) and the Company's Articles of Association Clause 49 said "The Board of Directors may pay interim dividends to the shareholders from time to time as it deems appropriate in view of the Company's profit. Such payment shall be reported to the shareholders at the next 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 and completely legal reserve. Hence, the Board of Directors wish to propose the shareholders meeting to consider and acknowledge the two interim dividend payments 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.

Comprising the 1st interim dividend payment paid 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, totaling Baht 31.5 million, on September 12th, 2019.

Due to the outbreak of the Coronavirus Disease 2019 (COVID-19) in Thailand has grown more severely, and could cover wider range. The Board of Directors considers the 2nd interim dividend was paid from the Company's profit and retained earnings in the second half of 2019 (July 1st,- December 31st, 2019) at rate Baht 0.07 per share, totaling Baht 31.5 million on April

21st, 2020 in order to relieve the impact of the indefinite postponement of the AGM scheduled on April 21st, 2020.

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.

Therefore, the Board of Director considered and concluded that both interim dividend payment was properly to instead of annual dividend, so will not propose further annual dividend payment from the Company's operating result of 2019.

Afterward, the Chairman asked the meeting whether there were any questions or suggestions relevant to the aforementioned said. Once shareholders had satisfied in the answering, Chairman informed that this agenda is for acknowledgement; therefore, the votes are not be required

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. Dr. Kanchit Singсуwan 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 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 that had been distributed to shareholders together with the Notice of the Meeting (Attachment 3).

Gen. Phairat Phoubon invited the meting whether there were any questions or suggestions relevant. One there's no any question, Chairman invited the meeting to vote.

Resolution: The Meeting approved the re-election of those 3 directors who retired by rotation for another term by the majority votes as follows;

Dr. Kanchit Singсуwan

Approved	300,118,954	votes	equivalent to	100.00 percent
Disapproved	0	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Mrs. Chintana Techamontrikul

Approved	300,118,954	votes	equivalent to	100.00 percent
Disapproved	0	votes	equivalent to	0.00 percent
Abstained	0	votes	equivalent to	0.00 percent

Mr. Tanatat Chawaldit (holding 12,150,308 shares)

Approved	287,968,646	votes	equivalent to	100.0 percent
Disapproved	0	votes	equivalent to	0 percent
Abstained	0	votes	equivalent to	0.00 percent

Before the meeting to continuous considers agenda 6, the speaker of the meeting announced to the meeting that there were further quorums attended, which totaling shareholders attended 24 persons and proxies attended 37 persons, representing 300,119,055 shares.

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

Chairman proposed the Meeting to consider and approve the director's remuneration for the year 2020 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.

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-

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 2020 as proposed by the majority voted as follows;

Approved	300,119,055	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 of year 2020

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 2020, namely.

- 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
- Miss Saranya Akharamahaphanit, CPA. No. 9919 and/or
- Miss Amornjid Baolorpet, CPA. No. 10853

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 2020 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.

Shareholders : Why there will be more auditors from 4 to 6 in year 2020?

Mr. Somkid : I will be auditor for 2S Metal, in addition name of auditor for supporting emergency case.

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 2020 and approved the audit fee as proposed by the votes as follows;

Approved	300,059,055	votes	equivalent to 99.98 percent
Disapproved	60,000	votes	equivalent to 0.02 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 8 To consider the approve amendment the Company's Articles of Association, re: electronics conferencing.

Chairman informed the Meeting that, in order to be comply with the change of law in the future, the Company shall provide flexibility in teleconference through electronics devices. The Board of Directors propose the shareholders meeting to consider and approve to amend the Company's Articles of Association Clause 26, Clause 27 and Clause 35 and appointed MR. Surapon, to inform the Meeting in details 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>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</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 such even, the Board of Directors' meeting shall be proceeded in accordance with the criteria, methods, and the information security standards, specified by law.</p>

Current	New
<p>Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof."</p>	
<p>Clause 27. The Chairman or designated person shall send a notice of The Board of Directors' Meeting to all director at least seven (7) days prior to the meeting date, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p> <p>In case at least two (2) directors request to have a meeting called, the Chairman shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p>	<p>Clause 27. The Chairman or designated person shall send a notice of The Board of Directors' Meeting to all director at least seven (7) days prior to the meeting date, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p> <p>In delivering a notice of the Board of Directors' meeting and related documents, the Chairman or designated person may send such notice and documents by an electronic mail as specified by law. In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format.</p> <p>In case at least two (2) directors request to have a meeting called, the Chairman shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p>
<p>Clause 35. The Shareholders Meeting shall hold in the province in which the head office of the Company is located or a nearby province or any place as the Board of Directors determine.</p>	<p>Clause 35. The Shareholders Meeting shall hold in the province in which the head office of the Company is located or a nearby province or any place as the Board of Directors determine.</p> <p>The shareholders meeting can be held via teleconference through electronic devices. In such even, the Board of Directors' meeting shall be proceeded in accordance with the criteria, methods, and the information security standards, specified by law.</p>

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 approve the amendment of the Company's Articles of Association Clause 2 6 , Clause 27 and Clause 3 6 , which flexibility providing the teleconference through electronics devices.by the votes as follows;

Approved	300,059,055	votes	equivalent to 99.98 percent
Disapproved	60,000	votes	equivalent to 0.02 percent
Abstained	0	votes	equivalent to 0 percent

Agenda 9 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. .

Shareholders : How's about the Situation and what will the Company's outlook in 2020?

Management : Described the Company's outlook for 2020 and Investment plan to expand the business.

There was no other business. Chairman thereby declared the 2020 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 2020 at 12.00 hours.

Signature
(Dr. Kanchit Singuwan) Chairman of the Meeting

Signature
(Ms. Pornnica Lertihabht) Recorder

รายงานประจำปี 2563

Annual Report 2020



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=2S&date=210421>

การใช้รหัสคิวอาร์ (QR Code) สำหรับดาวน์โหลด รายงานประจำปีและ หนังสือเชิญประชุมสามัญผู้ถือหุ้นฉบับเต็ม

ตลาดหลักทรัพย์แห่งประเทศไทย โดยบริษัทศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด ในฐานะนายทะเบียนหลักทรัพย์ได้พัฒนาระบบเพื่อให้บริษัทจดทะเบียนในตลาดหลักทรัพย์ ส่งเอกสารการประชุมผู้ถือหุ้นและ รายงานประจำปีในรูปแบบอิเล็กทรอนิกส์ผ่านรหัสคิวอาร์ QR Code ให้ผู้ถือหุ้นสามารถเรียกดูข้อมูลได้อย่างสะดวกและรวดเร็ว ผู้ถือหุ้นสามารถดาวน์โหลดข้อมูลผ่าน QR Code (ตามที่ปรากฏข้างต้น หรือหน้าแบบลงทะเบียน) ตามขั้นตอนต่อไปนี้

1. เปิดกล้อง (Camera) บนมือถือ
2. สแกน (หันกล้องถ่ายรูปบนมือถือส่องไปที่ QR Code)
3. หน้าจอปรากฏข้อความ (Notification) ขึ้นมาด้านบน ในกรณีที่ข้อความนั้น เพื่อดูข้อมูลประกอบการประชุม

หรือ

1. เปิดผ่าน แอปพลิเคชัน QR CODE READER, Facebook หรือ Line
2. ขั้นตอนการสแกน ผ่าน Line
เข้าไปใน ➡ Line ➡ เลือกเพิ่มเพื่อน (add friend) ➡ เลือก QR Code ➡ สแกน QR Code
3. หน้าจอปรากฏข้อความ (Notification) ขึ้นมาด้านบน ในกรณีที่ข้อความนั้น เพื่อดูข้อมูลประกอบการประชุม

Resume of the Retired Directors being proposed for re-election

1. Name

Mr. Sombat Leeswadtrakul

Chief of Executive Officer / Nomination & Remuneration Committee

Age

61 years

National Thai

Education Background

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



Experience

1. Listed companies

-None-

2. Non-Listed companies

1994 - present Chairman and Chief Executive Officer, Neastern Steel Co., Ltd.

2015 - present CEO, Grand Steel Pipe Co.,Ltd 2016 - 2017

Tenure of Directorship

28 years (Since 29 May 1992)

Accumulating the re-elected 31 years

Shareholding (as of 17 February 2021)

82,380,645 shares (Accounted for 18.31% of the total paid up capital)

Number of Attendance the Meeting for the year 2020

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	5 of 5 times
Nomination and Remuneration Meeting	2 of 2 times
Independent Director Meeting	- / - times

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 *Mr. Sangrung Nitipawachon*
 Director/ Managing Director

Age 52 years **National** Thai



Education

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

Experience

1. Listed companies

-None-

2. Non-Listed companies

2006 - present Director and Executive Director, Neastern Steel Co., Ltd.

2015 - present Director and Authorized director CEO, Grand Steel Pipe Co.,Ltd

Tenure of Directorship

28 years (Since 29 May 1992)
 Accumulating the re-elected 31 years

Shareholding (as of 17 February 2021)

26,198,179 shares (Accounted for 5.82% of the total paid up capital)
 450,000 Shares Accounted for 0.21% (Minor Children)

Number of Attendance the Meeting for the year 2020

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	5 of 5 times
Nomination and Remuneration Meeting	2 of 2 times
Independent Director Meeting	- / - times

Extra Interest

- None -

Direct or Indirect conflict of interest with the Company or the Subsidiary as the contract party

- None -

Family Relationship with the other directors

- None -

Criminal Record for dishonest action on asset

- None -

Other activities that may cause a conflict of interest

- None -

Properties prohibited by the Companies Act

- None -

Resume of the Retired Directors being proposed for re-election

3. Name *Gen. Phairat Phoubon*
Independent Director and Chairman of Nomination and Remuneration committee

Age 64 years **National** Thai

Education

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



Experience

1. Listed companies

2017 - present Chairman, Rich Sport Public Co., Ltd.

2. Non-Listed companies

2018 - present Director, Authormade Asia Co., Ltd.

2020 - present Director Sermsarng Power Corporation Co., Ltd.

2017 - present Director, Council of The War Veterans Organization of TH.

2017 - present Subcommittee on Strategic, Defense Technology Institute

Tenure of Directorship

5 years (Since 15 November 2015)
Accumulating the re-elected 8 years

Shareholding (as of 17 February 2021) - shares (-% of the total paid up capital)

Number of Attendance the Meeting for the year 2020

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	5 of 5 times
Nomination and Remuneration Meeting	2 of 2 times
Independent Director Meeting	1 / 1 times

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

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 -

Resume of the Retired Directors being proposed for re-election

3. Name *Mr. Woravit Chailimpamontri*
Independent Director and Nomination and Remuneration committee

Age 51 years **National** Thai

Education

- * M.B.A. (International Business Management), Schiller International University, London, England
- * B.B.A. (Marketing), Bangkok University
- * Cert. of Thailand Government Savings Bank Management Leadership Program,
- * Marshall School of Business, University of Southern California
- * Top Executive Program, Capital Market Academy (CMA) #8/2009
- * Top Executive Program in Commerce and Trade, Commerce Academy, Class 3/2010
- * Director Certification Program (DCP) #100/2008
- * Advanced Audit Committee Program (AACP) #30/2018 Thai Institute of Directors



Experience

1. Listed companies

- 2018 – present Audit Committee., Siam Future Development Public Co., Ltd.
2018 – present Director and Vice Chairman of Executive Committee, Sabuy Technology PCL
2017 – present Director and Executive director, International Research Corporation Public Co., Ltd

2. Non-Listed companies

- 2017 - present Director and Chairman of Audit Committee, National Power Supply Public Co., Ltd.

Tenure of Directorship 3 years (Since 4 April 2018)
Accumulating the re-elected 6 years

Shareholding (as of 17 February 2021) - shares (-% of the total paid up capital)

Number of Attendance the Meeting for the year 2020

Shareholders Meeting	1 of 1 times
The Board of Directors' Meeting	5 of 5 times
Nomination and Remuneration Meeting	1 of 2 times
Independent Director Meeting	1 / 1 times

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

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. Miss Kanyanut Sriratchatchaval | Certified Public Auditor No. 6549 and/or |
| 2. Mr. Narin Churamongkol, | Certified Public Auditor No. 8593 and/or |
| 3. Miss Luxsamee Deetrakulwattanapol | Certified Public Auditor No. 9056 |
| 4. Miss Saranya Akharamahaphanit, | Certified Public Auditor No. 9919 and/or |
| 5. 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 2021 is set at Bt. 1,961,000 (excluded other expenses such as traveling expense, accommodation or allowance, etc.).

Comparison of the Audit remuneration

Description	2021 (being propose)	2020	2019
Reviewed and Audited for the Company	1,961,000	1,845,000	1,845,000
Quarter reviewed and annual audit subsidiary	574,000	580,000	580,000
Total	2,535,000	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

Please check
 the only box –
 you wish to
 appoint.

2. Mr. Surapon Satimanont, Independent Director / Audit Committee. Age 56 years
 Residing at 170/44 Sukumvit 23 (Prasarnmit), Kholng tan Nuea, Watthana District, Bangkok 10110
3. Mrs. Chintana Techamontrikul, Independent Director / Audit Committee. Age 63 years
 Residing at 84/37, Nonsi Road, Chong Nonsi, Yannawa, Bangkok 10120

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 2021 on 21st April, 2021 at 10.30 a.m. At Sathorn
 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 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 2 To consider and acknowledge the Company's operating results for the fiscal 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 3 To consider and approve the Company's financial statement 2020, for the fiscal year ended 31 December 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 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 4 To consider and approve allocation of profit and dividend payment

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

Agenda 5 To consider and approve the decreasing of the company's registered capital from Baht 549,999,244 to Baht 449,999,095 by eliminating 100,000,149 shares at par value of Baht 1 per share

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

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

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

Agenda 7 To consider and approve the increasing of the company's registered capital from the current of Baht 449,999,095 to Baht 499,998,995 by the issuance of 49,999,900 new ordinary shares at the par value of Baht 1 per share, equivalent to Baht 49,999,900.

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

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

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

Agenda 9 To consider and approve the allotment of new ordinary shares of 49,999,900 shares at the par value of Baht 1 per share.

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

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

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (b) To grant my/our proxy to vote at my/our intention as follows;
 - The appointment of all directors
 - Approve Disapprove Abstain
 - The appointment of certain directors as follows:
 1. Mr. Sombat Leeswadtrakul
 - Approve Disapprove Abstain
 2. Mr. Sangrung Nitipawachon
 - Approve Disapprove Abstain
 3. Gen. Phairat Phoubon
 - Approve Disapprove Abstain
 3. Mr. Worawit Chailimpamontri
 - Approve Disapprove Abstain

Agenda 11 To consider and approve director's remuneration for year 2021

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

Agenda 12 To consider the appointment of auditor and determination of the audit fee of 2021

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

Agenda 13 To consider and approve the amendment of the Company's Objectives clause 18 and clause 25

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

Agenda 14 Other business, (if nay).

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

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

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

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

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

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


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

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

Remark

1. A shareholder shall appoint only on proxy to attend and vote at the meeting. The number of shares held by a shareholder can not divide into several portions to more than one proxy in order to divide the votes.
2. In Agenda of Directors' election, a proxy can vote all directors or each director.
3. In case there are any other than agenda set off, it is applicable to add in the Attachment to Proxy Form.
4. Shareholder can use the proxy form A or C instead of form B which can download from the Company's website www.ss.co.th
5. In case that the proxy is unable to attend the meeting, The Company reserve the right to ignore count vote that the proxy have right to vote.
6. Further information please contact;
The Office of Board of Director
No.1788 Singha Complex (Regus) Flr.30, New Petchburi Rd., Bang gapi, Huaykwang, BKK 10310
Tel: (66) 2 0883618 / Email address : pornnica@ss.co.th

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

1.  **Name** : Mr. Surapon Satimanont
Position : Vice president / Independent Director / Audit Committee
Age : 60 Years
Address : 170/44 Sukumvit 23 (Prasarnmit), Khoing tan Nuea, Wathana District, Bangkok 10110
Shareholding (as of 20 February 2020) -None-

Interest in the Agenda considered : Agenda 11

2.  **Name** : Mrs. Chintana Techamontrikul
Position : Independent Director / Audit Committee
Age : 63 Years
Address : 84/37 Nonsi Road, Chong Nonsi, Yannawa, Bangkok 10120
Shareholding (as of 20 February 2020) -None-

Interest in the Agenda considered : Agenda 11

Defination of the Independent Directors

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

Procedures and Conditions for Registration of Attendance of the Shareholders Meeting

A shareholder or proxy holder may register and submit the required documents or any other evidence for inspection prior to the meeting from 9.00 on 21st April 2021.

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.

"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.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.

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.

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.

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."

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.

Attachment 9

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

**Safety protocols for the Annual General Meeting of Shareholders 2020
During the outbreak of novel Coronavirus 2019 (COVID-19)**

As this Annual General Meeting of Shareholders will be held during the outbreak of the novel Coronavirus 2019 (COVID-19), the Company is therefore introducing screening and preventive measures against COVID-19. All shareholders and proxies attending the meeting are requested to following strictly, which these protocols involve additional processes and steps that may delay your meeting attendance or cause inconveniences for keep its meeting short and concise to diminish the length of time that a large number of people gather in on place.

The Company would like to request your cooperation as follows;

1. Please appoint the Company's Independent Directors as your proxies without attending the meeting in person. To do so, complete the Proxy from B (attachment 5) and submit along with accompanying documents for proxy appointment to **the Office of Directors, 2S Metal Public Company Limited**, no.1 Q-House Lumpini flr.27, South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120 by **18 June 2020**. Herewith, the Company provide you the duty stamp for convenience.
2. You are requested to submit questions in advance prior to the Annual General Meeting of Shareholders, **the Office of Directors** via Tel: 02-6103883 fax: 02-6103871 or email: pornnica@ss.co.th

Protocol

1. The Company reserves the right to deny entry to individuals in any of the following categories as diagnosed the on-site medical professionals provided by the Company
Any individual with a body temperature of 37.5 degrees Celsius and over,
 - 1.1 Any individual showing symptoms of fever, cough, sore throat, runny nose, lost sense of smell, shortness of breath, or pneumonia
 - 1.2 Any individual who has been in contact with a confirmed COVID-19 patient, traveling from the risk country or has been required by their profession to engage with tourists, be in a crowded place, or be in contact with a large number of people in the period of 14 days prior to the meeting
2. All meeting participants must fill out the COVID-19 screening form, attached herewith as Attachment 11, and are required to provide accurate information for the purpose of preventing COVID-19 transmission
3. Hand gel and sanitizers will be sufficiently provided across the venue, especially in areas of common use, such as toilets
4. To avoid crowded meeting area with appropriate social distancing of 1.5 meters in various areas as the Ministry of Public Health
5. Shareholders and proxies arriving at the screening point must wear face masks at all times
6. To ensure hygiene for all, microphones will not be provided for shareholders and proxies during Q&A sessions

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